THE AMAZING SPIDER-MAN®

MARVEL MASTERWORKS®

BY STAN LEE & JOHN ROMITA

MARVEL

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

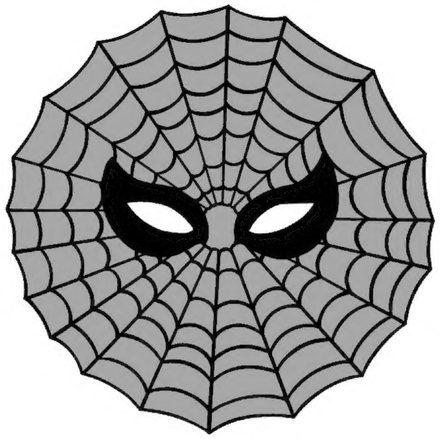
VOLUME 5

COLLECTING

THE AMAZING SPIDER-MAN Nos. 41-50

& ANNUAL No. 3

STAN LEE • JOHN ROMITA



Collection Editor
Cory Sedlmeier
Book Design
Nickel DesignWorks
SVP of Publishing Sales & Circulation
David Gabriel
SVP of Brand Planning & Communications
Michael Pasciullo
Digital Manager/Production
Tim Smith 3
Digital Production
Kou Chen
Editor in Chief
Axel Alonso
Chief Creative Officer
Joe Quesada
Publisher
Dan Buckley
Executive Producer
Alan Fine

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

MARVEL MASTERWORKS
CREDITS

THE
AMAZING SPIDER-MAN
NOS. 41-50 & ANNUAL NO. 3

Writer: Stan Lee

Pencilers: John Romita (Nos. 41-50, Annual No. 3)
Don Heck (Annual No. 3)

Inkers: Mike Esposito (Nos. 41, 50, Annual No. 3)
John Romita (Nos. 42-49)

Letterers: Art Simek (Nos. 41, 43, Annual No. 3)
Sam Rosen (Nos. 42, 44-50)

Collection Cover Art: John Romita & Dean White

Color & Art Reconstruction: Michael Kelleher & Kellustration

Special Thanks: Tom Brevoort & Ralph Macchio

MARVEL MASTERWORKS

CONTENTS

Introduction by Stan Lee

The Amazing Spider-Man #41, October 1966
"The Horns of the Rhino!"

The Amazing Spider-Man #42, November 1966
"The Birth of a Super-Hero!"

The Amazing Spider-Man #43, December 1966
"Rhino on the Rampage!"

The Amazing Spider-Man Annual #3, 1966
"…To Become an Avenger!"

The Amazing Spider-Man #44, January 1967
"Where Crawls the Lizard!"

The Amazing Spider-Man #45, February 1967
"Spidey Smashes Out!"

The Amazing Spider-Man #46, March 1967
"The Sinister Shocker!"

The Amazing Spider-Man #47, April 1967
"In the Hands of the Hunter!"

The Amazing Spider-Man #48, May 1967
"The Wings of the Vulture!"

The Amazing Spider-Man #49, June 1967
"From the Depths of Defeat!"

The Amazing Spider-Man #50, July 1967
"Spider-Man No More!"

INTRODUCTION
BY STAN LEE

Just think of how lucky you are!

A few decades ago, you'd have to wait almost a year for a chance to collect and read the stories contained in this volume! Yet now, by publishing this meritorious *Masterwork*s, big-hearted Marvel affords you the golden opportunity to partake of all this web-slinging wonderment at one sitting—and what a literary feast it will be!

Ask almost any comic-book fan to name one of the most important ingredients in a super-hero yarn, and the chances are he'll say, "the villain!" Well, that being the case, we have as colorful a plethora of villains in store for you as you'll find anywhere, villains who've left an indelible mark on our hero's career in those early days, and many of whom are still around, to fandom's delight.

In the thrillers that follow, you'll find the rampaging Rhino, the seemingly invulnerable Lizard, the sinister Shocker, Kraven the Hunter, the merciless Vulture and one of the most offbeat Spidey foes of all, a super powerful Colonel John Jameson, son of the Daily Bugle's irascible, Spider-Man-hating publisher, who has sworn to destroy the wall-crawler who saved his life!

But, as every Spiderphile knows, the tales of our favorite web-head involve far more than good guys fighting bad guys. I've always been turned on to Peter Parker's personal life: his relationship with his friends and his family, his unflagging efforts to earn a living despite the machinations of media-mogul J. Jonah Jameson, who opposes him at every turn, and especially his eternal self-doubts and introspection, his haunting fear that the life of a costumed crime fighter may eventually bring him to the threshold of disaster and doom! No, Spider-Man is not and never has been your typical super hero!

One thing you won't fail to notice in the pages ahead is the fact that some of these tales illuminate important turning points in Spidey's life. For example, issue #42 brings you the now-classic moment when, for the first time, Peter finally meets the mysterious (up till then) Mary Jane Watson! Her first line, "Face it tiger…you just hit the jackpot!" has been quoted and immortalized in countless magazine and newspaper articles dealing with our awesome arachnid.

You'll also be on hand when Peter makes the momentous decision to move out of his aunt's house and get a pad of his own. And you'll also be there when he gets his first set of wheels—only two wheels to be exact, but it's a start! You'll share the thrills and excitement when Spidey has to fight for his life against one of his most dangerous foes while one arm, badly injured, is uselessly wrapped in a sling! And if Johnny Romita's artwork doesn't knock you off your perch during some of those fantastic battle scenes, I'll ship you a year's supply of waterproof web-fluid!

As I mentioned earlier, one of the things that has, over the years, set Spidey apart from other super heroes is the fact that he so often agonizes over the hand that fate has dealt him. It may not have occurred to you before, but the ol' wall-crawler is considered by many to be the Hamlet of super-herodom. In fact people always ask what made me decide to give Spider-Man so many thought balloons, as we all call them in comic-book land, because it seems nobody ever used thought balloons quite that way until Aunt May's neurotic nephew made the scene. Well, the reason is quite simple, really. In novels, a reader is usually privy to the protagonist's thoughts. That's what helps make characters come alive in our imagination; it makes us feel we know them. Likewise, in stage plays, and in comics as well, we can gain great insights into the characters by their conversation. But Spidey, alas, is a loner. When he's out wall-crawling or web-slinging or whatever he does that begins with a "w" (sorry, I couldn't resist that!), he's all by himself. He has no one to talk to at such times. And that's where the thought balloons come in; otherwise we'd have panel after panel of nothing but sound effects—and how many "thwips" and "whooshes" can you take at one sitting? The defense rests!

Forgive me! I rambled on so much about the thought balloons that I almost forgot the main point I wanted to make. It's exemplified by one of my all-time favorite Spider-Man yarns, the one entitled "Spider-Man No More!"

Beginning with the cover, which I feel is one of the most effective we've ever done (and you'll see what I mean when you get to it), this story probes into Spidey's psyche more deeply than any written before. It deals with our hero being faced with so many personal problems, caused by his Spider-Man identity, that he finally figures he'd have to be nuts to remain a super hero, considering all the grief it has brought him. And so Spidey tosses his costume into the garbage and decides to get on with his life as Peter Parker. And that's when the unexpected drama really starts. I remember when the story first appeared we were besieged by letters from psychology students telling us that "Spider-Man No More" was the chief topic of discussion in their classes for days!

Finally, just to end on a spectacular note, we include in this classic collection the lead story from *The Amazing Spider-Man Annual* #3, titled "…To Become an Avenger!" As you might guess, it deals with your friendly neighborhood Spider-Man being tested for admission to the Mighty Avengers! And if that theme isn't enough to sizzle your earlobes, it also features Captain America, Daredevil and the ever charming and sophisticated Incredible Hulk! Yessir, when Marvel provides a finale, we don't kid around! So tighten your web-shooters, Believer—

—and awaaaay we go!

1992

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ 41 OCT

IND.

"THE HORNS OF THE RHINO!"

THE AMAZING SPIDER-MAN!

"THE HORNS OF THE RHINO!"

BEGINNING: A GREAT NEW ERA IN THE EVER-CHANGING LIFE OF THE WORLD'S MOST AMAZING WEB-SPINNER!

SEE THE RETURN OF BETTY BRANT, AND THE STARTLING RESULT THAT FOLLOWS!

SEE THE SURPRISE APPEARANCE OF J. JONAH JAMESON'S ASTRONAUT SON!

SEE THE MOST EXCITING NEW PURCHASE PETEY EVER MADE!

SEE SPIDEY FIGHT THE RHINO--MOST FEARSOME VILLAIN OF ALL!

DESPITE THE EXTREME MODESTY FOR WHICH WE'RE SO JUSTLY FAMOUS, WE SIMPLY HAVE TO TELL YOU THAT THIS IS ONE OF THE GREATEST ACHIEVEMENTS OF--

STAN LEE, WRITER JOHN ROMITA, ARTIST
M. DEMEO, INKER ART SIMEK, LETTERER

MOST SUPER-HERO THRILLERS OPEN WITH CONTRIVED **ACTION,** IN ORDER TO HOOK YOU! BUT **WE** KNOW YOU'LL HANG AROUND--AND, TO **PROVE** OUR FAITH IN YOU, LET'S VISIT AUNT MAY...

I'M SO GLAD YOU DROPPED IN, ANNA!

SO AM **I**, MAY DEAR! THERE'S NOTHING LIKE HAVING SOME TEA AND A **TALK** WITH A GOOD FRIEND!

BESIDES, I'VE BEEN WANTING TO **ASK** YOU SOME-THING...

NOW THAT MY NIECE, MARY JANE, TOOK AN APARTMENT OF HER OWN, WHY DON'T YOU **SELL** THIS HOUSE AND MOVE IN WITH ME?

IT WOULD MEAN SUCH A **SAVING** FOR YOU--AND WE'D BE **COMPANY** FOR EACH OTHER!

ANNA MAY WATSON! IF YOU AREN'T THE **DEAREST** THING!

THEN, YOU'LL **DO** IT?

I'D **LOVE** TO, DEAR--BUT I JUST **COULDN'T!** THERE'D BE NO ONE TO LOOK AFTER POOR **PETER!**

BUT, MAY--HE'S ALMOST **TWENTY**--HE'S GOING TO **COLLEGE!**

HE EVEN EARNS A LIVING BY SELLING **NEWS PHOTOS!**

BUT, I'M THE ONLY RELATIVE HE **HAS!** THE DEAR BOY IS SO **DEPENDENT** UPON ME!

YOU KNOW HOW FRAIL, AND **FRAGILE** HE IS! IF I WEREN'T AROUND TO BE SURE HE EATS A BALANCED DIET, AND WEARS WARM CLOTHES, I DON'T KNOW **WHAT** WOULD HAPPEN!

I SUPPOSE YOU KNOW BEST, DEAR! WELL, THANK YOU FOR THE TEA, MAY... I'M AFRAID I MUST RUN ALONG NOW!

IF PETER PARKER WERE **MY** NEPHEW, I'D TRY TO MAKE HIM MORE **INDEPENDENT!**

BUT, HE'S PROBABLY THE TYPE THAT **LIKES** TO BE MOLLY-CODDLED!

AFTER STRUGGLING THRU THE LAST FOUR PANELS, YOU CAN BE SURE OF **ONE** THING--OUR STORY CAN'T POSSIBLY MOVE ANY **SLOWER** FROM NOW ON! SO, WHAT SAY WE JOIN MAY PARKER'S "**FRAGILE**" NEPHEW NOW--?

I'VE MADE UP MY MIND! I'LL **TAKE** IT!

AFTER SEEING YOU **IN** HERE EVERY DAY FOR A MONTH, I KIND OF THOUGHT YOU **WOULD!**

I SUPPOSE I CAN **FINANCE** IT?

CERTAINLY, PARKER--SO LONG AS THE BANK APPROVES THE LOAN!

WE'LL NEED A **CREDIT REFERENCE,** OF COURSE!

OH, **THAT** WON'T BE ANY PROBLEM! I'VE BEEN SELLING PHOTOS TO **JONAH JAMESON** FOR YEARS! I'M SURE **HE'LL** VOUCH FOR ME!

WHY NOT CALL HIM **NOW,** WHILE I DRAW UP THE PAPERS?

SURE! I DON'T WANNA WASTE A **MINUTE!**

I WANT THOSE WHEELS SO BAD I CAN **TASTE** IT!

THUS, A FEW SECONDS LATER...

PARKER?? WHY IN BLAZES HAVEN'T YOU BROUGHT ME ANY **PHOTOS** THIS WEEK? IF YOU THINK--

WHAT?!! YOU WANT TO BUY A **CYCLE**-- AND EXPECT **ME** TO RECOM-MEND YOU FOR THE BANK LOAN?

YOU DIALED THE **WRONG NUMBER,** KID! TRY LOOKIN' UP **SANTA CLAUS!**

ANYTHING **WRONG,** DAD?

NAH! JUST SOME **PEST!**

BUT, COME TO THINK OF IT, IF HE HAS A **DEBT** TO PAY OFF, HE'D **HAVE** TO SELL ME MORE PICTURES --AND I CAN BUY 'EM CHEAPER THAN **EVER** FROM HIM!

TELL YOU WHAT, PARKER-- EVEN THOUGH EVERYONE SAYS I'M TOO **GENEROUS** FOR MY OWN GOOD, I'LL **DO** IT FOR YOU!

WOW! GREAT!

YEAH-- CHORTLE-- **GREAT!**

THE TROUBLE WITH ME IS I'M TOO **SOFT-HEARTED!** I'M ALWAYS DOING **FAVORS** FOR EVERYONE! I'M JUST A BIG BUNDLE OF GOOD-NATURED **JELLY!**

BUT NOBODY EVER **APPRECIATES** IT! IT JUST DOESN'T **PAY** TO BE A NICE GUY! THE TROUBLE WITH **ME** IS-- I'M TOO **SWEET!**

THAT **REMINDS** ME! IT'S TIME I WAS ROASTING **SPIDER-MAN'S** HIDE IN AN **EDITORIAL** AGAIN!

SLAM!

SPIDER-MAN?

WHAT HAVE YOU GOT AGAINST **HIM,** DAD?

DON'T YOU REMEMBER HOW HE **RESCUED** ME A FEW YEARS AGO?

DON'T **REMIND** ME OF IT!

AS A MATTER OF FACT, I NEVER DID **THANK** HIM!

HE **NEVER** SAVED YOU! YOU DIDN'T NEED ANY HELP FROM **HIM!** HE JUST TOOK THE **CREDIT** FOR IT--THAT GLORY-HOGGING **ITCH!**

AW, DAD-- YOU'VE GOTTA BE **KIDDIN'!!**

I-- **NEVER** KID!!

BUT, DON'T YOU REMEMBER THE DAY WHEN MY CAPSULE LOST ITS **GUIDANCE SYSTEM PACKET?**

IT BEGAN PLUNGING TO EARTH-- HOPELESSLY OUT OF CONTROL!

"THE SPACE AGENCY HAD NO WAY OF **SAVING** ME--UNTIL THEY GAVE THE SMALL PACKET TO **SPIDER-MAN,** WHO COMMANDEERED A MILITARY JET--!"*

THIS WILL BE MY FIRST AND LAST CHANCE!

IF IT DOESN'T WORK--LOOK OUT BELOW!

THWIP!

*FROM **SPIDER-MAN #1** --AGELESS STAN!

"I COULDN'T SEE THE WHOLE THING, BUT--WHAT HAPPENED NEXT IS **HISTORY!**"

I **DID** IT!

NOW IF I CAN JUST **HANG ON!**

"AND, HANG ON HE **DID,** WITH THAT AMAZING **SPIDER POWER** OF HIS-- SKILLFULLY PUTTING THE GUIDANCE PACKET BACK IN POSITION!"

CAPSULE UNDER MANUAL CONTROL AGAIN! WILL EJECT 'CHUTE AND LAND IMMEDIATELY!

"I'LL NEVER **FORGET** THAT DAY, DAD--JUST AS I'LL NEVER FORGET THAT IT WAS **SPIDER-MAN** WHO MADE MY SAFE LANDING **POSSIBLE!**"

BOY! THE JOE **INSIDE** THIS CAPSULE IS THE **REAL** SUPER-HERO!

"UNFORTUNATELY, FOR REASONS BEST KNOWN TO HIMSELF, SPIDER-MAN *FLED* BEFORE ANYONE COULD FIND HIM--OR COULD THANK HIM!"

I'D BETTER MAKE MYSELF SCARCE NOW!

I NEVER THOUGHT MY OWN *SON* WOULD BE TAKEN IN BY SUCH A CHEAP *PUBLICITY STUNT!*

PUBLICITY STUNT??!!

NATURALLY!! THAT BLASTED WALL-CRAWLER SABOTAGED YOUR CAPSULE *HIMSELF,* IN ORDER TO MAKE EVERYONE THINK HE'S A *HERO* BY LATER SAVING YOU!

DAD! WHO *TOLD* YOU SUCH A *RIDICULOUS* STORY?

NOBODY! I MADE IT *UP!*

I MEAN--NOBODY *HAD* TO TELL ME! I CAN SPOT A *PHONY ACT* WHEN I SEE ONE!

WHY? WHY? *WHY* MUST I BE HAUNTED--HOUNDED--*PLAGUED* BY THAT SNEAKY, CREEPY, ROTTEN, NO-GOOD MASKED MENACE ALL MY LIFE?!!

WHY DOESN'T SOMEONE *CATCH* HIM--DEFEAT HIM--SQUASH HIM AGAINST A WALL--*ANY-THING*--SO LONG AS I GET HIM OUT OF MY LIFE!!

DO YOU REALIZE THAT IF NOT FOR *ME*--AND MY COURAGEOUS *EDITORIALS*--PEOPLE WOULD START MAKING A *HERO* OF THAT LOW-LIFE?!

I HAVE TO KEEP *REMINDING* THEM--IN MY PAPER--THAT HE'S A COWARDLY *CROOK*--HIDING BEHIND A MASK TO ESCAPE JUSTICE!!

FTIP!

AND *STILL* THEY DOUBT ME! THERE ARE ACTUALLY LUNATICS WHO *ADMIRE* HIM!

DAD, DO YOU THINK YOU'RE REALLY BEING *FAIR* TO SPIDER-MAN?

FAIR?? WHAT'S *THAT* GOT TO DO WITH ANYTHING? HE'S THE ONE WHO ROBBED YOU OF YOUR FULL SHARE OF *GLORY* FROM THAT SPACE FLIGHT!

BUT THAT'S WATER UNDER THE BRIDGE NOW! I'VE MADE MANY FLIGHTS *SINCE* THEN! WHY NOT *FORGET* ABOUT SPIDER-MAN?

THAT'S THE *BEST* IDEA I'VE HEARD ALL DAY! TELL ME ABOUT *YOUR-SELF,* JOHN...

WELL, DAD--THE REASON I CAME HOME ON THIS SUDDEN LEAVE IS--A *STRANGE* THING HAPPENED ON MY LAST SPACE MISSION--

WHAT DO YOU *MEAN? WHAT* STRANGE THING?

NASA DIDN'T RELEASE A SHRED OF INFORMATION ABOUT YOUR FLIGHT!

I KNOW! THEY COULDN'T!

C-COULDN'T?!!

THEY HAD TO MAKE SURE THE *SPACE SPORES* WOULDN'T BE HARMFUL TO EARTH, FIRST!

SPACE SPORES? WHAT SPACE SPORES ?!!

SINCE THE INFORMATION HAS JUST BEEN *DECLASSIFIED*, I CAN *TELL* YOU NOW--!

"AT THE *APOGEE* OF MY ORBIT, AFTER COMPLETING MY *SPACE WALK*, WHEN I REENTERED THE CAPSULE, I FOUND THAT SOME MYSTERIOUS *SPORES* HAD DRIFTED INSIDE *WITH* ME!"

"EVEN AFTER *SPLASH-DOWN*, THEY CLUNG TO MY SPACE SUIT, THEN LATER TO MY *BODY*!"

THEY *SEEM* HARM-LESS ENOUGH, BUT--!

"I WAS SUBJECTED TO INTENSIVE TESTS FOR *DAYS*--AND EVERYTHING APPEARED TO CHECK OUT *A-OKAY*! THE SPORES THEMSELVES GREW WEAKER AND WEAKER, AND FINALLY JUST FADED AWAY!"

HE CAN BE *RELEASED* NOW! THE SPORES ARE COMPLETELY *GONE*!

BUT, THEY MAY HAVE HAD AN EFFECT UPON HIM THAT WON'T SHOW UP UNTIL *LATER*!

HE MUST BE KEPT UNDER GUARD FOR AT LEAST *SIX MONTHS*!

CERTAIN NATIONS WOULD GIVE *ANY-THING* TO EXAMINE HIM BEHIND THE IRON CURTAIN!

"FROM THAT MOMENT ON, I'VE BEEN UNDER CONTINUAL *SURVEILLANCE*! ARMED AGENTS ACCOMPANY ME *EVERYWHERE*!"

HOW LONG WILL YOU FELLAS BE PLAYING NURSE-MAID TO ME?

UNTIL WE CAN BE ABSOLUTELY SURE THOSE *SPORES* DIDN'T *AFFECT* YOU IN ANY WAY, COLONEL!

BECAUSE, IF THEY *DID*, YOU'D BE A PRIZE *CATCH* FOR ANY HOSTILE NATION ON *EARTH*!

YOU SEE, DAD, THE SPACE AGENCY MEDICS GAINED INVALUABLE INFORMATION BY STUDYING THOSE SPORES AND MY REACTIONS TO THEM--INFORMATION THAT MAY GIVE US THE BOOST WE NEED IN THE *SPACE RACE*!

WHICH IS WHY THERE ARE *TWO AGENTS* OUTSIDE THIS DOOR RIGHT *NOW*--AND ANOTHER TEAM READY TO RELIEVE THEM EVERY SIX HOURS!

BUT, EVEN AS JONAH JAMESON IS STRUCK *SPEECHLESS*--FOR ONE OF THE FEW TIMES IN HIS LIFE--AN EVENT IS TRANSPIRING MANY MILES AWAY, AT OUR SOUTHERNMOST BORDER--AN EVENT WHICH IS DESTINED TO SERIOUSLY AFFECT THE LIVES, AND THE *SAFETY*, OF OUR COLORFUL LITTLE CAST OF CHARACTERS--

AT *LAST*! AFTER ALL THE LONG MONTHS OF WAITING--PREPARING--COUNTING EVERY MINUTE AND HOUR--IT'S FINALLY TIME--TIME FOR THE *RHINO* TO STRIKE!!

HEY, SAM! WHAT IN THE NAME OF CREATION DO YA CALL *THAT*?

I DUNNO! BUT, *WHAT-EVER* IT IS, IT'S NOT GETTING PAST THIS BORDER CHECK POINT TILL WE *FIND OUT*!

STOMP!

LOOKS TO ME LIKE IT'S JUST SOME NUT IN A *RHINOCERUS MASK!*

OKAY, MISTER-- HOLD IT UP RIGHT THERE! *HOLD IT,* I SAID!

HE'S TRYING TO MAKE IT *PAST* US!

COME BACK-- COME BACK, OR WE *SHOOT!*

HE'S *NOT STOPPIN'!* LET 'IM *HAVE IT!*

HOLY COW!! THE SLUGS BOUNCE RIGHT *OFF* HIM!

LOOK OUT!! HE'S CHANGED DIRECTION!! HE'S STARTIN' TO CHARGE RIGHT *TOWARD* US!

KRAK!

KRAK!

STOMP!

HEARING THE SOUNDS OF GUNFIRE, AND THE DEAFENING *STOMP* OF THE RHINO'S CHARGE, ADDITIONAL GUARDS QUICKLY REACH THE SCENE, ONLY TO FIND--

HE'S PICKING UP *SPEED* WITH EVERY STEP! OUR GUNS ARE *USELESS!* WE'VE GOT TO-- =*UNHHH*=

THOOOM

STOMP!

GRAB 'IM!! WE HAVE TO TRY AND-- =*UHHH!*=

LOOK!!! WHOEVER-- *WHATEVER* THAT IS--HE'S CRASHING RIGHT THRU THE *CONCRETE BLOCKHOUSE!!*

WHOOM!

STOMP!

AH, YES! TRIED-AND-TRUE MARVELITES WON'T NEED A BUILDING TO FALL ON THEM IN ORDER TO KNOW THAT THEIR FRIENDLY NEIGHBORHOOD ***SPIDER-MAN*** WILL SOON BE IN FOR ONE OF THE TOUGHEST FIGHTS OF HIS ENTIRE CRIME-SMASHING CAREER!

AND SO, THE WORLD HAS BEEN GIVEN ITS FIRST INTRODUCTION TO THE MATCHLESS MENACE OF--THE UNSTOPPABLE ***RHINO!***

BUT NOW, WE MOST EARNESTLY REQUEST THAT YOU PREPARE YOURSELF FOR A SUDDEN ***SURPRISE!*** AS WE SWITCH OUR SCENE BACK TO NEW YORK--

STOMP! STOMP!

...WHERE WE FIND AN UNUSUALLY CHEERFUL ***PETER PARKER*** WRAPPED IN HIS OWN HAPPY THOUGHTS--!

JUST CAN'T WAIT TO GET MY HANDS ON THAT LITTLE TWO-WHEELED TORNADO!

I'LL BET ***RIDING*** IT IS ALMOST AS GROOVY AS ***WEB-SWINGING!***

AND THEN, AS SO OFTEN HAPPENS IN THIS UNPREDICTABLE WORLD OF OURS, COMPLETELY BY ACCIDENT --TOTALLY UNEXPECTED--A ***CHANCE MEETING--!***

BETTY!!

PETER!! IT--IT'S REALLY ***YOU!***

GOSH! WHAT A ***WONDERFUL*** SURPRISE!! I DIDN'T EVEN KNOW YOU WERE IN ***TOWN!***

I ***WASN'T,*** TILL A FEW MINUTES AGO! I JUST ***ARRIVED!***

YOU CERTAINLY LOOK ***WELL,*** PETER!

AFTER ALL THESE MONTHS --THAT'S ALL SHE CAN ***SAY!?***

ALTHOUGH--***I*** CAN'T THINK OF ANYTHING ***BETTER*** TO SAY!

WOULD YOU--LIKE A CUP OF COFFEE?

WHY, YES--THAT WOULD BE NICE!

DID YOU HAVE A NICE TIME ON THE COAST?

YES, I ***DID,*** THANKS! IS EVERYTHING ALL RIGHT WITH ***YOU***--AND YOUR AUNT MAY?

OH, SURE--WE'RE JUST FINE!

WHAT'S ***WRONG?*** WHAT'S ***HAPPENED*** BETWEEN US? WE'RE LIKE TWO ***STRANGERS,*** GROPING FOR WORDS!

HOW IS EVERYTHING AT THE ***BUGLE,*** PETER?

OKAY, I SUPPOSE--!

JONAH JAMESON HAS BEEN AS GROUCHY AS EVER!

YES--I IMAGINED HE ***WOULD*** BE--!

OH, ***BRO-THER!*** THIS IS SHEER ***TORTURE!***

AND I'LL BET IT'S JUST AS TOUGH FOR ***HER!***

ALL THESE MONTHS--I ***THOUGHT*** ABOUT HER--***DREAMT*** ABOUT HER--***LONGED*** FOR HER!!

SO, NOW SHE'S ***RETURNED***--

--AND--***NOTHINGSVILLE!***

WHATEVER WE HAD ***BEFORE***--WHATEVER THERE WAS BETWEEN US --IT'S ***GONE!***

NEXT, I'LL BE ASKING HER IF SHE'S READ ANY *GOOD BOOKS* LATELY! IF ONLY--

HI, PETE! I *THOUGHT* I SAW YOU FROM THE WINDOW!

OH--HI, NED!

BETTY BRANT! AM I *DREAMING*--OR--?!!

NED LEEDS! I'D KNOW YOUR VOICE *ANYWHERE!*

BETTY! I CAN'T *TELL* YOU HOW GLAD I AM TO *SEE* YOU!

IT'S SO GOOD TO SEE *YOU* TOO, NED! I'VE THOUGHT ABOUT YOU SO OFTEN!

WE'VE SO MUCH TO *TALK* ABOUT-- I DON'T KNOW WHERE TO START!

I NEVER THOUGHT I'D BE SO *GLAD* TO SEE OL' NED!

LOOK, YOU TWO--I JUST REMEMBERED--I HAVE AN *APPOINTMENT!* I'M AFRAID I HAVE TO RUN OFF NOW!

OH, THAT'S TOO BAD, PETER!

WHO'S SHE KIDDING? BETTY'S AS GLAD TO SEE ME GO AS *I* AM FOR THE CHANCE TO ESCAPE!

DON'T APOLOGIZE ON *MY* ACCOUNT, FELLA!

ONCE I THOUGHT I COULDN'T *LIVE* WITHOUT HER! NOW, SHE'S JUST ANOTHER GIRL NAMED BETTY!

BOY, HAVE *I* GROWN UP IN THESE PAST FEW MONTHS!

I'LL-EH- GIVE YOU A RING LATER ON SOME TIME, HEAR?

YES, PETER! YOU DO THAT!

THAT *SINKS* IT! SHE FEELS THE SAME WAY *I* DO! SHE DIDN'T EVEN BOTHER TO GIVE ME HER NEW ADDRESS!

SEE YOU AROUND, PETE!

I REALIZE *NOW*--WE *NEVER* HAD ANYTHING IN COMMON! IT'S JUST THAT SHE WAS THE *FIRST* GIRL I EVER THOUGHT I LOVED! BUT, THESE MONTHS *AWAY* FROM HER--

SAY! WHAT'S *THAT?*

BULLETIN! THESE ARE THE FIRST NEWS PICTURES TO BE RELEASED FOR TELEVISION--

--OF THE NEW, INDESCRIBABLY DANGEROUS, AND SEEMINGLY *UNSTOPPABLE* MENACE WHO CALLS HIMSELF--THE *RHINO!*

--AFTER CRASHING THRU EVERY ROAD BLOCK, HE APPEARS TO BE HEADED DIRECTLY TOWARDS *NEW YORK!*

THE *RHINO!* BOY, IF HE'S *HALF* AS TOUGH AS HE *LOOKS*--!!

WOW! I'LL BETCHA THE RHINO IS THE STRONGEST GUY IN THE WHOLE WORLD!

YOU KIDDIN'? IF HE COMES HERE, OL' SPIDER-MAN'LL MAKE MINCE MEAT OUTTA HIM!

YEAH? THAT'LL BE THE DAY!

IF HE DOES REACH THE CITY, I PROBABLY WILL HAVE TO PIT MY SPIDER POWERS AGAINST HIS OWN BRUTE STRENGTH!

BUT IT SURE WOULDN'T BREAK ME UP IF HE CHANGES DIRECTION AND LETS SOMEONE ELSE TACKLE HIM!

SAY! ISN'T THAT JONAH JAMESON OVER THERE? THE COLONEL WITH HIM LOOKS FAMILIAR TO ME--!

OF COURSE! IT'S HIS SON--THE ASTRONAUT I RESCUED A FEW YEARS AGO--AS SPIDER-MAN!

HI, MR. JAMESON! I WANT TO THANK YOU FOR HELPING ME GET MY LOAN AT THE BANK--!

SOMEONE'S CALLING YOU, DAD!

SOMEONE? NAH--IT'S ONLY PETER PARKER!

HOLD ON, YOUNG FELLA! THAT'S AS FAR AS YOU GO!

HUH? WHAT'S WRONG? WHO ARE YOU?

DON'T YOU KNOW FEDERAL AGENTS WHEN YOU SEE THEM, PARKER?

SO LONG, DAD! SEE YOU AT THE HOTEL LATER ON!

FEDERAL AGENTS??

NATURALLY! MY SON IS AN ASTRONAUT! HIS SAFETY IS VITAL TO THIS COUNTRY!

I'VE FOLLOWED HIS ORBITS ON TV--ALONG WITH EVERYONE ELSE! YOU MUST BE AWFULLY PROUD!

YOU'RE BLAMED RIGHT I'M PROUD! HE'S A REAL HERO--NOT LIKE THAT PHONY FRAUD, SPIDER-MAN!

HOOO BOY! I'D BETTER CHANGE THE SUBJECT!

ANYWAY, MR. JAMESON, I APPRECIATE YOUR VOUCHING FOR ME AT THE BANK! WHEN I GET MY CYCLE, I'LL BE ABLE TO TAKE MORE PHOTOS FOR YOU THAN EVER!

OKAY, OKAY--YOU'RE BREAKIN' MY HEART! JUST MAKE SURE YOU GET SOME PIX OF THE RHINO IF HE COMES THIS WAY--THAT'S ALL!

THAT'S A RELIEF! I WAS AFRAID YOU'D ASK FOR SOMETHING HARD!

HA HA! BIG JOKE!

MINUTES LATER, A THOUGHTFUL PETER PARKER APPROACHES HIS MODEST HOME IN FOREST HILLS--

I WONDER WHY THOSE FEDERAL AGENTS WERE GUARDING J.J.'S SON?!

IT MUST HAVE SOMETHING TO DO WITH A SECRET PHASE OF OUR SPACE PROGRAM!

UH OH! I JUST REALIZED--

HOW IS AUNT MAY GONNA TAKE THE NEWS OF MY NEW BIKE?

HI, AUNT MAY! GUESS WHAT? I JUST MADE A DOWN PAYMENT ON A NEW MOTORCYCLE!

THAT'S NICE, PETER DEAR!

I HOPE YOU'LL DRIVE IT CAREFULLY!

HOLY SMOKE! SHE DIDN'T EVEN BAT AN EYE!

SHE MUST HAVE SOMETHING ELSE ON HER MIND! I WONDER WHAT IT IS?

MRS. WATSON CAME TO VISIT EARLIER, PETER! WE HAD THE NICEST CHAT!

GOOD! WHAT DID YOU TALK ABOUT?

WELL, ACTUALLY, SHE WANTED TO KNOW IF I'D--

OH, PSHAW! IT WAS JUST WOMAN TALK! IT WOULDN'T INTEREST YOU!

I WAS RIGHT! SHE IS CONCERNED ABOUT SOMETHING!

WELL, I GUESS SHE'LL TELL ME IN HER OWN GOOD TIME!

GEE, NOW THAT I'M NOT A KID ANY LONGER, HOW I'D LOVE TO HAVE MY OWN APARTMENT!

BUT HOW COULD I LEAVE AUNT MAY ALL ALONE?

IF ONLY THERE WERE SOMEONE TO LOOK AFTER HER!

WISH I COULD SLIP INTO MY SPIDEY SUIT AND DO SOME ROOFTOP SWINGING --TO CLEAR AWAY THE COBWEBS!

BUT I'D BETTER GET TO WORK ON MY TERM PAPER, INSTEAD--!

BUT, STUDY COMES HARD WHEN A THOUSAND SCATTERED THOUGHTS KEEP INTRUDING--

CAN'T WAIT TO PICK UP MY NEW BIKE!

WILL I NEVER BE ABLE TO HAVE AN APARTMENT OF MY OWN?

WONDER WHY THOSE AGENTS WERE GUARDING JONAH'S SON?!

HOW COULD I EVER HAVE THOUGHT BETTY WAS THE GIRL FOR ME?

WILL THE RHINO REACH NEW YORK? --AND WHAT'S HE AFTER?

NOTICE THE SNEAKY WAY WE CHANGE OUR SCENES? USING PETE'S LAST THOUGHT AS A SPRINGBOARD, LET'S VISIT A SPRAWLING RAILROAD YARD, ON THE CITY'S OUTSKIRTS--

YOU'RE RIGHT, CHARLIE! THERE IS SOMEONE MOVING INSIDE THE CAR!

END OF THE LINE, MAC! THIS AINT A HOBO HOTEL!

SMASH!

HEY! TH-THAT'S NO ORDINARY BINDLE-STIFF!

IT'S THE RHINO! WE GOTTA STOP 'IM!

NEW YORK --AT LAST!

STOMP!

MY SLUGS BOUNCE RIGHT *OFF* 'IM! CALL THE *PRECINCT*, CHARLIE! TELL 'EM THE GUY'S *BULLET-PROOF!*

I'LL *TELL* 'EM, AWRIGHT! BUT WHAT'LL THEY *DO* ABOUT IT?

KRAK!

THPOW!

CAN'T WASTE TIME WITH *THEM!* MY *MISSION* COMES FIRST!

QUICK QUIZ: IF *YOU* WERE SPIDER-MAN, TRYING TO CONCENTRATE ON A PROBLEM IN ADVANCED CALCULUS, WHAT WOULD *YOU* DO IF THE RADIO SUDDENLY BLARED OUT--?

BULLETIN! THE RAMPAGING *RHINO* HAS JUST BEEN SIGHTED ON NEW YORK'S WEST SIDE! ALL CITIZENS ARE URGED TO--

THE *RHINO!*

NOBODY'S SAFE WHILE HE'S AT LARGE!

--*WE* SUSPECT *YOU'D* DO JUST WHAT *PETER PARKER* IS DOING--!

IF EVER IT WAS TIME FOR A FRIENDLY NEIGHBORHOOD *SPIDER-MAN* TO MAKE THE SCENE--

--THIS IS *IT!*

I DON'T KNOW WHAT THE RHINO'S *AFTER*--

BUT IT MUST BE SOMETHING *BIG* TO BRING HIM HALF-WAY ACROSS THE COUNTRY!

OR, AM I JUST *CONVINCING* MYSELF OF THAT BECAUSE I WANNA GO INTO *ACTION* AGAIN?

WELL, WHAT'S THE DIFF-- SO LONG AS I *STOP* HIM!

MEANWHILE, AT LT. COL. JAMESON'S HOTEL SUITE--

KRAK! KRAK!

IT SOUNDED LIKE-- *GUN-FIRE!*

DAD! LISTEN! DID YOU HEAR *THAT?*

WE CAN'T *STOP* HIM! HE'S GONNA-- -*UHHH!*-

COLONEL JAMESON! LOOK OUT! IT'S THE-- -*OOOHHH!*-

STOP!

GREAT CAESER'S GHOST! WHAT'S GOING *ON* OUT THERE?

TAKE *COVER*, DAD! THIS COULD BE *SERIOUS!*

SKREE!

IT'S THE RHINO!

HE GOT PAST THE GUARDS! HE'S AFTER ME!

SECONDS LATER, THE PIERCING WAIL OF POLICE SIRENS LEADS OUR WALL-CRAWLING WONDER TO A MIDTOWN HOTEL--

SQUAD CARS--CONVERGING ACROSS THE STREET!

HOPE I'M NOT TOO LATE!

EEEEEEEEEEEE

THE POLICE ARE RACING INTO THE HOTEL--HEADING FOR--UH OH! THIS MUST BE IT!

I DON'T CARE IF HE IS BULLET-PROOF! HE TOOK MY SON!

EASY, MR. JAMESON! HE WON'T GET AWAY!

WE'RE THROWING A CORDON AROUND THE ENTIRE CITY!

HOLD IT! I'VE GOT WASHINGTON ON THE PHONE--!

THAT'S ALL I NEED TO KNOW!

THE RHINO WAS AFTER JAMESON'S SON--THAT'S WHY THE GUARDS!

HE CAN'T HAVE GOTTEN FAR! WITH LUCK, I'LL SPOT HIM FROM UP HERE!

OR MAYBE I'LL BE LUCKIER IF I DON'T SPOT HIM!

THERE HE IS--CARRYING COLONEL JAMESON AS THOUGH HE'S WEIGHTLESS!

HE'LL BE GONE BY THE TIME THE POLICE GET HERE--SO IT'S UP TO OL' SPIDEY AGAIN!

STOMP! STOMP!

WELL--HERE GOES NOTHING!

UNHHH!

THRUMP

WHOK!

BRO-THER! HE NOT ONLY LOOKS LIKE A RHINO--I FEEL LIKE I'VE JUST BEEN BUTTED BY ONE!

SPIDER-MAN!! --YOU ARE A FOOL!

THIS WASN'T YOUR FIGHT!

BUT, YOU BROUGHT IT ON YOURSELF!

HE'S CHARGING RIGHT AT ME!

WOW! IF I'D BEEN A SECOND SLOWER, I'D BE GOING THRU THAT WALL WITH HIM!

BRAK

STOMP

HE'S NOT EVEN HURT! HE JUST SEEMS MADDER THAN EVER!

NOW LOOK, HARD-HEAD, YOU CAN'T RUN AROUND PUTTING HOLES IN WALLS THAT WAY--

THINK HOW DRAFTY YOU'RE MAKING IT FOR THE PEOPLE INSIDE!

NOT AS DRAFTY AS I'M GONNA MAKE IT FOR YOU!

HAS ANYONE EVER TOLD YOU YOU'RE ANTI-SOCIAL?

HE'S SAFELY AWAY FROM JONAH'S SON NOW--SO I CAN LET MYSELF GO!

IN CASE YOU DIDN'T KNOW, I'M NOT EXACTLY A 97-POUND WEAKLING MYSELF!

OR, MAYBE I AM--!

HE DIDN'T SEEM TO FEEL IT!

WHEN **BULLETS** CAN'T HURT ME--DID YOU THINK **YOUR** PUNY BLOW WOULD HAVE ANY EFFECT?

IT HAD **SOME** EFFECT, ALL RIGHT!

IT DARN NEAR **BROKE MY HAND!**

TELEPHONE

LOOK, RHINY--YOUR **STRENGTH** CAN NEVER MATCH MY **SPIDER-SPEED!** SO WHY DON'T WE TALK THINGS OVER?

THAK!

FTIP!

FOR STARTERS, HOW ABOUT TELLING ME WHAT YOU WANT WITH **COLONEL JAMESON?**

THERE'S NOTHING THAT **I** WANT WITH HIM!

BUT THERE ARE OTHER COUNTRIES WHO'LL PAY ME A **FORTUNE** FOR **DELIVERING** HIM--!

JUST AS I **SUSPECTED!** IT **DOES** HAVE SOMETHING TO DO WITH THE **SPACE RACE!**

SPLAP

UH OH! HE'S FASTER THAN I **THOUGHT!** CAUGHT ME UNAWARES THAT TIME!

YOUR SPIDER SPEED CAN'T HELP YOU **NOW**--AGAINST MY--

-WHA--??!-

DOES YOUR COSTUME ITCH?

SOMETHING MUST BE MAKING YOU SO IRRITABLE!

BTOOM!

-UNHHH!- I WONDER IF **HE** WAS BITTEN BY A RADIOACTIVE **SHERMAN TANK?!!**

CLANG

BOK!

FOR CRYIN' OUT LOUD!! WHAT DOES IT TAKE TO **STOP** YOU??

YOU'LL FORGIVE ME IF I DON'T WAIT FOR AN **ANSWER**--!

STOMP!

CAN'T FACE A CHARGE LIKE **THAT!!** I'VE GOTTA **MOVE**--!

AND MOVE HE DOES--AS ONLY SPIDEY CAN--!

EEE E EEE

SIRENS!! THE POLICE ARE ON THE WAY! BUT THEY WON'T REACH HERE FOR ANOTHER FEW MINUTES!

TELEPHONE

HEY, RHINY--WOULDN'T IT HAVE BEEN EASIER JUST TO DROP A DIME IN THE SLOT?

MOCK ME, WILL YOU? YOU'LL LIVE TO REGRET THAT!

STOMP!

SO FAR, SO GOOD! IN HIS RAGE, HE'S FORGOTTEN ABOUT JONAH'S SON!

IF I CAN JUST KEEP HIM BUSY UNTIL THE RIOT SQUAD ARRIVES--!

NOBODY HAS EVER MADE A FOOL OF THE RHINO!!

CAREFUL, SPIDEY! HE'S GETTING SET TO CHARGE AGAIN!

NO? WHAT ABOUT THE CLOWN WHO DESIGNED THOSE GOOFY THREADS OF YOURS?

I'LL GET YOU OFF THAT PERCH, YOU STUPID, SMIRKING STRINGBEAN!

WHY DIDN'T YOU JUST ASK?

I WAS LEAVING ANYWAY!

KLANG!

STOMP!

HAH!= NO MATTER WHERE YOU MAY CLIMB TO--

--I CAN ALWAYS SHAKE YOU DOWN!

THERE'S MORE TRUTH THAN POETRY IN WHAT HE SAYS!

THWIP!

ONE THING'S PRETTY OBVIOUS--I SURE CAN'T HURT HIM!

MY ONLY CHANCE IS TO TIRE HIM OUT--IF I CAN DODGE HIM WHILE I'M DOING IT!

OKAY, RHINY--COME 'N GET IT!

I'M THRU RUNNING NOW! SO, HERE'S WHERE I KNOCK YOU INTO THE MIDDLE OF NEXT WEEK!

JUST STAY WHERE YOU ARE, SPIDER-MAN--!

THAT'S ALL I ASK! JUST STAY WHERE YOU ARE!

I KINDA THOUGHT THAT WOULD GET A RISE OUT OF HIM!

STOMP!

SURE, HORN-HEAD--I'LL STAY!

OF COURSE, I WON'T PROMISE NOT TO SIDE-STEP A LITTLE AS YOU GO FROLICKING BY!

AWW, CLUMSY ME! I WENT AND MADE YOU TRIP, PUSSYCAT!

=FTOOOFF!=

=UHHH!= BLAST IT--I WAS CARELESS AGAIN! I FORGOT HE'S NOT AS SLOW AS HE LOOKS!

SPAP!

NOW I'VE GOT YOU!

FOR SHAME, RHINY! THAT LINE WENT OUT WITH "THE PERILS OF PAULINE"!

TODAY'S SWINGIN' VILLAINS ARE FAR MORE INTRO-SPECTIVE!

THWIP!

OH, BY THE WAY--PARDON MY WEBBING!

DO YOU THINK A FEW STRANDS OF PUNY WEBBING CAN HOLD THE *RHINO?*

MAYBE NOT-- BUT THIS IS AS GOOD A TIME AS ANY TO FIND *OUT!*

BUT TAKE IT *EASY,* HUH? THAT STUFF'S *EXPENSIVE!*

COME TO *THINK* OF IT, IF YOU *WANT* TO BREAK THE WEBBING, MAYBE *THIS'LL* HELP--!

WHUUUPFF!

NUTS! YOU DON'T EVEN HAVE ENOUGH SENSE TO *FALL DOWN* WHEN YOU GET YOUR LUMPS!

ALL I WANNA DO IS SMASH YOU *ONCE*-- JUST *ONCE!*

THAT BLOW WAS A LITTLE *SLOWER!* HE'S FINALLY BEGINNING TO *TIRE*-- I *HOPE!*

UH UH! NO FAIR! *KICKIES* DON'T COUNT!

YOU CAN'T STAY OUT OF MY REACH *FOREVER!*

BUT I'M SURE GONNA *TRY!*

STOMP!

HE'S *OFF-BALANCE* AGAIN! THIS IS MY *CHANCE*--!

I'VE GOT TO FIND OUT-- IS HE A *HUMAN POWER-HOUSE* WEARING A NUTTY COSTUME--?

OR, IS HE JUST SOME ORDINARY JOE WHO GETS HIS POWER *FROM* THOSE DUDS?

HEADS UP, RHINY--

THIS'LL BE A *DOOZY!*

IF *THIS* DOESN'T SHAKE YOU LOOSE FROM THAT HORNED BEANIE HAT OF YOURS, THEN I MAY HAVE TO FIND MYSELF A NEW *HOBBY!*

I WONDER IF I *REALLY* DO THIS TO PRESERVE JUSTICE AND TO SAFEGUARD THE HUMAN RACE--?

--OR, IS IT JUST THAT I LOVE TO HEAR THE CRAZY *SOUND EFFECTS ?!!*

YOU'LL NEVER BE ABLE TO-- =*UNNNHHHH!*=

PHTUNK!

BEHIND THE RHINO--JONAH'S SON IS STARTING TO RECOVER...

THAT'S A RELIEF! AT LEAST HE WASN'T BADLY HURT!

AND HERE COME THE POLICE--RIGHT ON CUE!

HOLD IT, FELLAS! SAVE YOUR BULLETS.!!

--YOU WON'T BE NEEDING THEM.!

JOHN.!! YOU'RE ALL RIGHT, BOY!

SURE, DAD! I'M OKAY--!

THRUM!!

WHAT'S EVERYONE STANDING AROUND FOR.! YOU'VE GOT THE RHINO--!

NOW, HERE'S YOUR CHANCE TO MAKE IT A DOUBLE PLAY--GRAB THAT WALL-CRAWLER, ALSO.!!

ON WHAT CHARGE, MR. JAMESON?

CHARGE, SHMARGE.! 'CAUSE HE'S A FINK!

IT TAKES ONE TO KNOW ONE, MISTER!

THAT DOES IT! I'LL SUE YOU FOR SLANDER!

NOBODY COULD SLANDER YOU.!!

IF BIG-MOUTH SPOUTS OFF LONG ENOUGH, HE'LL CONVINCE THEM I'M A ONE-MAN CRIME WAVE...

BUT, THERE'S ONE THING REALLY WORRYING ME--!

SO I'D BETTER CUT OUT NOW!

HOW ARE THEY GONNA KEEP THE RHINO IN JAIL AFTER THEY GET HIM THERE?

IT'S AMAZING.! WE COULDN'T GET THAT RHINO SUIT OFF HIM.! WE'LL HAVE TO LOCK HIM UP WEARING IT!

BUT WHAT HAPPENS WHEN HE COMES TO? HE MIGHT CRASH RIGHT OUT THRU THE WALLS!

WE'LL WORRY ABOUT THAT WHEN THE TIME COMES!

IMAGINE THAT WEB-SLINGING WEASEL GETTING AWAY SCOT-FREE!

BUT, DAD--HE CAUGHT THE RHINO--AND PROBABLY SAVED ME!

BALONEY.!! HE WAS JUST OUT TO SAVE HIS OWN SCRAWNY NECK!

MAYBE SO, DAD--BUT IF NOT FOR ***SPIDER-MAN,*** THE RHINO WOULD HAVE PROBABLY DELIVERED ME TO THE HIGHEST BIDDER AMONG THE OTHER HOSTILE WORLD POWERS!

WELL, LET ME TELL ***YOU*** SOMETHING--!

FOR ALL WE KNOW, THAT MASKED MENACE WANTED TO GRAB YOU AWAY FROM THE RHINO SO HE ***HIMSELF*** COULD CAPTURE YOU!

I DON'T TRUST ***ANY*** SO-CALLED SUPER-HEROES! AND ***LEAST*** OF ALL THAT BLANKETTY-BLANK WEB-SHOOTING CREEP--!

DAD! TAKE IT ***EASY!*** THINK OF YOUR BLOOD PRESSURE!!

THUMP!

IF ONLY I COULD ***PROVE*** HE'S A ***NO-GOOD!***

I'VE GOT TO RETURN TO THE ***CAPE*** NOW, DAD!

TRY TO CALM DOWN AND FORGET ABOUT SPIDER-MAN!

SPIDER-MAN! I NEVER GIVE THAT LOW-LIFE A ***THOUGHT!***

FAR AS ***I'M*** CONCERNED, HE DOESN'T EVEN ***EXIST!*** SPIDER-MAN? WHO'S ***HE?*** NEVER ***HEARD*** OF HIM!

MEANWHILE-- I CAN'T STOP ***WORRYING*** ABOUT THE ***RHINO!*** WE KNOW SO ***LITTLE*** ABOUT HIM!

IF ONLY I KNEW HIS ***ORIGIN*** -- HOW HE GOT HIS ***POWER*** --AND IF HE HAS ANY ***WEAK-NESSES!***

NEXT TIME HE'LL BE A LOT ***HARDER*** FOR ME TO HANDLE!

MAYBE IF I STUDY THE ***PHOTOS*** I TOOK--

OH ***NO!!*** I FORGOT TO SET MY AUTO-MATIC ***CAMERA!*** THAT MEANS--***NO PIX!***

BUT, OUR HERO'S CHAGRIN VANISHES THE NEXT DAY AS HE TAKES POSSESSION OF HIS NEW CYCLE--

ENJOY IT, PARKER!

JUST WHAT I ***AIM*** TO DO, MR. KRAFT!

R R R R R R

AT ***LAST*** I CAN GET SOMEWHERE IN A HURRY WITHOUT HAVING TO SWITCH TO MY ***SPIDER-MAN*** IDENTITY!

LOOK! PETE LATCHED ONTO A PAIR OF ***WHEELS!***

MAYBE HE'S TURNING ***HUMAN!***

PETE! WAIT A MINUTE!

OH--MY LITTLE CHEERING SECTION!

HOW DO YOU ***LIKE*** 'ER, GWEN?

A KNOCKOUT, ***PETE!***

JUST LIKE ***YOU*** ARE, GWENDOLEN!

WAS I ***EVER*** SO WRAPPED UP IN ***BETTY*** THAT I COULDN'T SEE THIS LIVING ***PIN-UP*** UNDER MY NOSE!

SOMETHING TELLS ME MY LUCK IS ABOUT TO ***CHANGE!***

ACTUALLY, I NEVER ***THOUGHT*** OF YOU AS THE ***MOTOR-CYCLE TYPE*** BEFORE, PETE!

YOU DIDN'T? WHY ***NOT?***

OH, I DON'T KNOW--

SHE--ALMOST LOOKS--***DISAPPOINTED!***

LADY, THERE'S A **LOT** YOU DON'T KNOW ABOUT ME! BUT, STICK AROUND--I'M PLANNING TO **EDUCATE** YOU!

PETER PARKER! WHAT ON EARTH HAS **CHANGED** YOU SO?

NOTHING, GWEN! MAYBE THE **REAL** ME IS JUST BEGINNING TO BREAK THRU!

THOSE **EYES!** THOSE **LIPS!** SHE'S **TOO MUCH!**

SAY, DOLL--WHAT'S WITH **MR. BOOKWORM** THESE DAYS?

WHATEVER IT IS, FLASH, WHY DON'T YOU GET **FRIENDLY** WITH HIM?

MAYBE SOME OF IT WILL RUB OFF ON **YOU!**

THE WAY PETE **LOOKED** AT ME--LIKE HE WAS **SEE-ING** ME--FOR THE FIRST TIME!

LOOK, MAY--HERE COMES YOUR **NEPHEW!**

THAT MUST BE THE NEW **MOTOR-CYCLE** HE BOUGHT HIMSELF!

I SUPPOSE SO, ANNA!

I **DO** HOPE RIDING IN THE OPEN THAT WAY WON'T AFFECT HIS **SINUSES!**

HI, AUNT MAY!

THERE IT **IS!** ISN'T SHE A **BEAUT?**

I SUPPOSE SO, PETER DEAR! IT'S A REAL **PUSSYWILLOW!**

NO, NO, MAY! THE EXPRESSION IS **PUSSYCAT!**

PPI

WELL, PETER **KNOWS** WHAT I MEANT! YOU'VE BEEN SUCH A WONDERFUL BOY THAT I'M **GLAD** YOU GOT YOUR MOTORCYCLE--IF THAT'S WHAT YOU WANTED!

THANKS, AUNT MAY! YOU'RE A REAL **PUSSYWILLOW!**

LOOKS LIKE YOU **STARTED** SOMETHING, MAY PARKER!

WELL, I HAVE TO **LEAVE** NOW!

BUT, DON'T FORGET--YOU AND PETER ARE COMING TO MY HOUSE FOR **DINNER** SUNDAY NIGHT!

OF **COURSE,** ANNA DEAR! I'M SO **ANXIOUS** FOR PETER TO MEET YOUR NIECE, **MARY JANE!**

UH OH!

AND **NO EXCUSES** THIS TIME, YOUNG MAN!

POOR MARY JANE HAS BEEN WANTING TO MEET YOU FOR **MONTHS!**

I GUESS I'LL JUST **HAVE** TO GET IT OVER WITH, ONCE AND FOR ALL!

SURE, AUNT MAY! I'LL BE THERE!

WOULDN'T IT BE FUNNY IF SHE'S A REAL **DOLL?!!**

AW, C'MON, MR. PARKER--STOP DAY-DREAMING! YOU KNOW THERE ISN'T A **CHANCE!**

RRRRRRRRR

NEXT ISSUE:

WE DON'T HAVE TO **TELL** YOU WE'LL HAVE A GREAT **BATTLE,** WITH MORE SENSATIONAL SPIDEY ACTION--YOU **KNOW** ALL THAT! SO, WE'LL JUST TIP YOU OFF THAT YOU'RE FINALLY ABOUT TO MEET: **MARY JANE!**

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. | 42 NOV

"THE BIRTH OF A SUPER-HERO!"

THE AMAZING SPIDER-MAN!

"The BIRTH OF A SUPER-HERO!"

BANK

NOPE! YOU'RE NOT LOOKING AT SOMEONE *DISGUISED* AS SPIDEY...OR *IMITATING* SPIDEY! NOR ARE YOU WITNESSING AN *IMAGINARY*, OR A *DREAM* SEQUENCE! SINCE THIS IS AN AUTHENTIC, HONEST-TO-MERRY-MARTY-GOODMAN *MARVEL* MAG, THIS SCENE IS REALLY *HAPPENING!* BUT, IS OUR FAVORITE WEB-HEAD *ACTUALLY* COMMITTING A CRIME? THINK IT OVER, FRANTIC ONE, AND WE'LL CLUE YOU IN LATER..!

LOOK! UP THERE! IT'S *SPIDEY!*

IT'S *SPIDER-MAN*...TAKING OFF WITH A MONEY-BAG FROM THE *BANK!*

SIMMER DOWN, INNOCENT BYSTANDERS! THERE'S AN *ANTI-NOISE* ORDINANCE IN THIS TOWN!

STOP, THIEF! SOMEONE *STOP* THAT WALL-CRAWLING CROOK! DON'T LET HIM GET *AWAY!*

IT'S TOO LATE FOR *ANYONE* TO GET HIM *NOW!*

THEN... HE *IS* THE MENACE PEOPLE HAVE *SAID* HE WAS!

PRODUCED BY THE BATTY BULLPEN'S SWINGIN'EST SPIDOPHILES...
SMILIN' STAN LEE, WRITER
JAZZY JOHNNY ROMITA, ARTIST
SLAMMIN' SAMMY ROSEN, LETTERER

SECONDS LATER...

WE GOT HERE AS SOON AS WE COULD! WHAT'S *WRONG*, MR. DUNLAP?

HE'S DISAPPEARED AMONG THE *ROOFTOPS!* WE'LL HAVE TO SEND OUT AN *ALL-POINTS ALARM!*

IT'S *SPIDER-MAN!* HE MADE IT OUT OF THE BANK WITH A *MONEY BAG!*

ARE YOU *SURE*, SIR? HE'S NEVER DONE ANYTHING LIKE THIS *BEFORE!*

AM I *SURE*?? I *SAW* HIM!

AND LOOK AT THIS *VAULT!* COULD ANYONE WITHOUT THE PROPORTIONATE STRENGTH OF A *SPIDER* HAVE DONE SOMETHING LIKE *THAT*?

NO ONE *I* KNOW!

I ALERTED THE *PRECINCT!* WE'LL GET HIM SOMEHOW!

THE *DAILY BUGLE'S* RUN A MILLION EDITORIALS *WARNING* ABOUT THAT MASKED MENACE!

DON'T WORRY, SIR! WE'LL THROW A *CORDON* AROUND THE WHOLE CITY!

WE SHOULD HAVE PAID *ATTENTION* TO WHAT *JONAH JAMESON* KEPT WRITING! HE SAW THROUGH THAT COSTUMED CROOK'S PHONY FACADE BEFORE *ANY* OF US!

MEANWHILE, EFFORTLESSLY SCALING THE QUEENSBORO BRIDGE, WE FIND---

SO FAR SO GOOD!

IT'S TOO LATE FOR *ANYONE* TO STOP ME NOW!

ALL I'VE GOT TO DO IS GET RID OF THIS *BAG*, AND MY JOB'LL BE *DONE!*

BUT, THIS IS THE *EASY* PART! IT'S TRYING TO *EXPLAIN* THAT'LL BE THE *HANG-UP!*

THAT'S *THAT!* NOW TO SWING ON *HOME* AND CHANGE TO *PETER PARKER* WHILE I STILL *CAN!*

PLOOSH!

LATER, AT THE EDITORIAL OFFICES OF J. JONAH JAMESON'S *DAILY BUGLE*---

IT'S SO GOOD TO BE *BACK* WORKING HERE AGAIN, NED! ESPECIALLY SINCE *YOU*---

WHERE'S THE *BOSS*, MISS BRANT? *SPIDER-MAN* JUST PULLED A *BANK ROBBERY!*

OH! IT'S *FRED FOSWELL!*

JAMESON'LL WANNA *KNOW* ABOUT IT!

MR. JAMESON IS AT *KENNEDY AIRPORT*, SEEING HIS *SON* OFF! BUT---

SPIDER-MAN... ROBBING A *BANK*? THAT'S HARD TO *SWALLOW*, FOSWELL!

I KNOW---BUT THERE WERE A DOZEN *WITNESSES!* IT LOOKS LIKE JONAH WAS ACTUALLY *RIGHT* ABOUT HIM!

I *STILL* JUST CAN'T *BELIEVE* IT!

WHILE, AT KENNEDY AIRPORT...

I ENJOYED YOUR VISIT, SON! NOW DON'T WORRY ABOUT THOSE SPORES YOU CONTACTED DURING YOUR SPACE WALK! THEY DON'T MEAN A THING!

SURE, DAD! YOU'RE PROBABLY RIGHT! SAY---IT'S GETTING HOT..!

WHAT'S WRONG, JOHN? WHAT IS IT, BOY? YOU LOOK SO FLUSHED ALL OF A SUDDEN--!

I DON'T KNOW! I FEEL HOT--- MY HEAD'S SPINNING 'ROUND--- NOW THE FEVER'S LEAVING ME, BUT.. I'M GROGGY--- CAN HARDLY KEEP MY BALANCE..!

MAYBE IT'S THE FLU! I'LL CALL A DOCTOR!

NO..IT'S NOT THE FLU! IT CAN'T BE!

I..I CAN HARDLY STAND! AND MY CLOTHES--- THEY'RE SHRINKING--- I--I'M BEGINNING TO BUST OUT OF THEM--!

OHHHHHH---

CRACK!

YOU..YOU SMASHED THAT METAL PILLAR LIKE A TOOTHPICK!

AND---THAT MARBLE AND STEEL COUNTER TOP---IT SNAPPED THE SECOND YOU TOUCHED IT!

DAD!..WHAT'S HAPPENING TO ME?? WHAT'S HAPPENING!!?

FTOK!

YOUR CLOTHES DIDN'T SHRINK! IT'S YOU... YOU'VE GOTTEN BIGGER!!

AND STRONGER! I FEEL AS THOUGH---I CAN DO--- ANYTHING!

THE DIZZINESS PASSED! I'VE GOT MY BALANCE BACK! NOW I CAN--- WHA..??!

MY MUSCLES!! THEY'RE TOO STRONG! THE SLIGHTEST MOTION SENT ME HURTLING THROUGH THE WALL!

CRASH!

I HARDLY EVEN FELT THE IMPACT! IT MUST BE THOSE SPORES--- THEY'VE TURNED ME INTO..INTO.. WHAT??

EASY, SON...EASY! HERE COME THE TWO FEDERAL AGENTS WHO'VE BEEN GUARDING YOU!

WE'VE BEEN EXPECTING SOMETHING LIKE THIS! WE'VE GOT TO GET HIM TO OUR LAB...ON THE DOUBLE!

AND SO... THIS IS WHY ENEMY AGENTS HIRED THE RHINO TO CAPTURE COLONEL JAMESON! THEY ALSO ANTICIPATED THE DEVELOPMENT!

OF COURSE! IF THOSE BLASTED SPORES HAVE INCREASED MY SON'S STRENGTH, THEY'D BE ONE OF THE MOST VALUABLE MILITARY SECRETS OF ALL!

WE'LL FIND OUT FOR SURE AS SOON AS WE REACH OUR LAB!

THEN, EXACTLY SIXTY MOMENTOUS MINUTES LATER...

THE SPORES MUST BE FROM SOME PLANET LIKE JUPITER, WHERE FAR GREATER MUSCLE POWER IS NEEDED TO OVERCOME THE TREMENDOUS GRAVITATIONAL PULL!

I AGREE, DOCTOR! HE REACTS NOW THE WAY AN EARTH MAN WOULD REACT UPON THE MOON!

UNDER OUR LESSER GRAVITY, HE CAN LEAP GREAT DISTANCES...AND HIS STRENGTH FAR EXCEEDS A NORMAL HUMAN'S!

BUT, THE SUDDEN CONVERSION WILL PLACE A GREAT STRAIN UPON HIS HEART AND NERVOUS SYSTEM!

CORRECT! WE'LL DESIGN A SPECIAL SUIT WHICH WILL PROTECT HIM, AND SLOW HIM DOWN!

WE MUST SEE TO IT THAT HE DOES NOT EXERT HIMSELF.. OR INJURE HIMSELF THROUGH CARELESSNESS!

TONY STARK'S OUR MAN! I'LL CONTACT HIS LAB IMMEDIATELY!

LATER... ONLY STARK'S BRILLIANT TECHNICIANS COULD HAVE CREATED AND DELIVERED THIS SUIT WITHIN A MATTER OF HOURS!

IS IT HEAVY ENOUGH?

IT FEELS LIKE I'M WEIGHTED DOWN WITH LEAD!

GOOD! THAT'S JUST WHAT YOU NEED!

NOW...TRY TO STAND! BUT, SLOWLY... SLOWLY...

IT'S INCREDIBLE! EVEN HELD DOWN BY THIS RESTRAINING SUIT, I FEEL AS THOUGH I'M BURSTING WITH POWER!

PERFECT! YOU CAN FUNCTION NORMALLY WITHIN THAT OUTFIT, BUT IT WILL PREVENT YOU FROM BEING A VICTIM OF YOUR OWN SUPER-STRENGTH!

IT WILL ALSO REGULATE YOUR NERVOUS SYSTEM AND YOUR HEARTBEAT, TO LESSEN ANY POSSIBLE STRAIN UPON THEM!

THEN, I'M TO REMAIN IN THIS SUIT ...UNTIL FURTHER NOTICE?

NOW, MORE THAN EVER, YOU MUST REMAIN UNDER CONSTANT SURVEILLANCE, COLONEL JAMESON! OUR AGENTS WILL ACCOMPANY YOU WHEREVER YOU GO!

YOU SHOULD BE VERY PROUD OF YOUR SON, SIR!

YOU'RE BLAMED RIGHT I'M PROUD OF HIM!

THEN, AS THEY LEAVE THE BUILDING...

HOW DOES IT FEEL TO BE THE FATHER OF A NEW-SUPER-HERO, MR. JAMESON?

A SUPER-HERO?!! WHAT DO YOU... OH! I SEE WHAT YOU MEAN!

I NEVER THOUGHT OF IT THAT WAY! MY OWN SON...HMMM!

BUT...AFTER ME SPENDING MONTHS WRITING EDITORIALS AGAINST SUPER-HEROES... TRYING TO RIDICULE THEM... TO CUT THEM DOWN TO SIZE..!

STILL, THERE'S A DIFFERENCE! MY SON ISN'T A PHONY SUPER-HERO...LIKE THAT FINK SPIDER-MAN!!

HERE'S YOUR **HOTEL**, COLONEL! WE'LL REMAIN ON CALL IN THE LOBBY IF YOU SHOULD **NEED** US!

I HOPE THEY DON'T KEEP REFERRING TO JOHN AS A **SUPER-HERO!**

WE'LL PERMIT YOUR **FATHER** TO GO TO THE ROOM **WITH** YOU, IF YOU WISH!

IT COULD MAKE ME A **LAUGH-ING STOCK** ...AFTER THE WAY I'VE **PANNED** THOSE COS-TUMED CREEPS FOR YEARS!

GOOD! I NEED **SOMEONE** TO TALK TO!

THEN, UPON REACHING COLONEL JAMESON'S CLOSELY-GUARDED ROOM---

FOSWELL? THIS IS JJJ! WHAT'S GOING **ON** THERE WHILE I'M... **WHAT??!!**

SAY IT **AGAIN!!** ARE YOU **SURE??** YOU MEAN..THERE WERE **WITNESSES??** SO, THERE **CAN'T** BE A MISTAKE THIS TIME!!

WHAT'S UP, DAD?

IT FINALLY **HAPPENED!** I'VE GOT THE PROOF I **NEED!** NOW THE WHOLE, CHICKEN-SCRATCHIN' **WORLD** WILL KNOW I WAS **RIGHT!**

THAT'S **SWELL,** DAD! GLAD TO **HEAR** IT!

BUT, RIGHT ABOUT **WHAT??**

ABOUT **SPIDER-MAN!**

HE FINALLY MADE HIS ONE **BIG MISTAKE!** HE ROBBED A **BANK**---RIGHT IN FRONT OF **WITNESSES!**

HOW CAN THEY BE SURE IT WASN'T SOMEONE **IMPERSONATING** HIM?

BECAUSE HE WAS **SEEN** BREAK-ING INTO THE VAULT WITH HIS **BARE HANDS**--AND CLIMBING A **SHEER WALL!** IT **HAD** TO BE HIM!

IT'S THE **LUCKIEST** THING THAT COULD HAVE HAPPENED! THE GREATEST BREAK IN THE **WORLD** FOR US!

WHAT DO YOU **MEAN,** DAD?

DON'T YOU **SEE?** THAT WEB-HEAD HAS FOOLED **EVERYBODY** ALL THIS TIME!

I WAS THE ONLY ONE WHO SAW **THROUGH** HIM! BUT I WAS A LONE VOICE, CRYING IN THE WILDERNESS! NOBODY **BELIEVED** ME! THEY ALL **LAUGHED** AT ME!

NOW, NOT ONLY WILL THE WORLD KNOW I WAS **RIGHT**...BUT JUST THINK OF THE **TRIUMPH** IF MY **OWN SON** IS THE ONE TO **CATCH** THAT MISERABLE MASKED MADMAN!!

YOU WANT **ME** TO GO AFTER HIM?

OF COURSE! THAT BANK ROBBERY PROVES I MUST HAVE BEEN RIGHT ABOUT **ALL** THE THINGS I ACCUSED HIM OF!

AND **NOW**---HE'S IN HIDING! WITH HIS SUPER-POWERS, IT MAY TAKE **YEARS** TO NAB HIM!

BUT **YOU'RE** EVEN STRONGER THAN **HE** IS! YOU'VE GOT TO SHOW THE WORLD WHAT A **REAL** SUPER-HERO CAN DO! WHAT JONAH JAMESON'S **SON** CAN DO!

I NEVER LOOKED AT IT THAT WAY!

THINK WHAT IT WOULD MEAN TO **ME**---TO YOUR BUDDIES IN THE **SPACE PROGRAM**---TO ALL THE IMPRESSIONABLE **HERO WORSHIPPERS** EVERYWHERE!

YOU'VE GOT TO PROVE THAT **NO** CRUMMY **CROOK** CAN GET AWAY WITH ANYTHING---EVEN IF HE'S **GOT** SUPER POWER!

GO **GET** 'IM, JOHNNY! SQUASH THAT WALL-CRAWLER LIKE A **BED-BUG!** YOU CAN **DO** IT!

OKAY DAD! YOU'RE **ON!**

THAT'S **MY** BOY!

WE SAW COLONEL JAMESON RUN *OUT* OF HERE... BEFORE WE COULD *STOP* HIM!

NOTHING TO BE *ALARMED* AT, MY GOOD MAN! HE'S OFF ON A MISSION OF *JUSTICE!*

WHAT *HAPPENED??* SPEAK *UP*, MAN!

BUT HE WAS *ORDERED* NOT TO GO OFF ALONE! IT'S *DANGEROUS!*

YOU *BET* IT IS... TO *SPIDER-MAN!!*

BUT, WHAT OF THE RAMPAGING *RHINO* WHOM SPIDEY BATTLED JUST A SHORT TIME AGO?* LET'S VISIT A NEARBY COURT-HOUSE, WHERE WE FIND...

I CAN'T *UNDER-STAND* IT! WE'RE COMPLETELY UNABLE TO REMOVE THAT PREPOSTEROUS *OUTFIT* HE'S WEARING!

INCREDIBLE AS IT SEEMS, I'VE BEEN WONDERING IF IT *IS* REMOVEABLE... OF IF IT ISN'T ACTUALLY A *PART* OF HIM?!!

BUT, WE'VE *GOT* TO LEARN THE SECRET OF HIS *POWER* BEFORE HE REGAINS CONSCIOUSNESS!

AFTER ALL, HOW CAN WE *HOLD* A PRISONER WHO CAN CRASH RIGHT THROUGH THE THICKEST *STONE WALL?*

*LAST ISH, TO BE EXACT! --SMILEY

WHAT ABOUT *TRANQUILLIZERS?* SURELY WE CAN RESTRAIN HIM *THAT* WAY!

NO DICE, DOCTOR! I'VE BROKEN THREE NEEDLES *ALREADY!*

NOTHING CAN PIERCE THAT *SKIN* OF HIS!

PERHAPS WE *HAVE* BEEN ON THE WRONG TRACK! IF THAT *ISN'T* A COSTUME--- IF IT REALLY *IS* SOME SORT OF SUPER-POWERFUL OUTER *HIDE*---

IT'S ALMOST *UN-THINKABLE!* AND YET, WHAT OTHER ANSWER CAN THERE *BE?*

JUST WEARING A MACABRE *OUTFIT* ISN'T LIKELY TO GIVE HIM SUCH BRUTISH *POWER!*

IT'S FORTUNATE HE HASN'T *AWAKENED* YET! WE'D BETTER SUMMON SOME MORE *SPECIALISTS* BEFORE HE *DOES!* LET'S *GO!*

SLAM!

AND, FURTHER DOWN THE HALL, AN ATTORNEY APPEARS BEFORE THE BENCH ---

BUT, YOUR HONOR-- I'VE SUCH A BUSY SCHEDULE ---AND THERE ARE *OTHER* ATTORNEYS THE COURT MIGHT HAVE APPOINTED TO DEFEND THE *RHINO!*

I'M *AWARE* OF THAT, COUNSELOR! BUT, DUE TO THE *UNUSUAL NATURE* OF THE ACCUSED, I FELT SOMEONE WITH YOUR *EX-PERIENCE* IN BIZARRE CASES WAS NEEDED!

HOWEVER, *MR. NELSON,* IF YOU FEEL YOU CANNOT ACCEPT THE ASSIGNMENT, PERHAPS YOUR LAW PARTNER, *MATTHEW MURDOCK* IS AVAILABLE!

NO, YOUR HONOR! HE HAPPENS TO BE -- EH --- OUT OF TOWN, AT THE MOMENT! *

*HE SURE *IS,* AS YOU'LL SEE IN *DAREDEVIL* #21, NOW ON SALE!--- PLUG-HAPPY STAN!

HOWEVER, I'VE RECONSIDERED THE MATTER--- AND IF YOUR HONOR SO DESIRES, I SHALL ACCEPT THE DEFENSE OF THE PRISONER KNOWN AS *RHINO!*

EXCELLENT! AT THIS MOMENT YOUR CLIENT IS *UNCONSCIOUS* IN CELL-BLOCK B--- WITH A TEAM OF POLICE PHYSICIANS IN ATTENDANCE!

I WOULD LIKE TO *CONSULT* WITH HIM AS SOON AS POSSIBLE!

PERHAPS FRANKLIN "FOGGY" NELSON WILL GET HIS WISH SOONER THAN HE EXPECTS! FOR AT THAT MOMENT...

HE'S CONSCIOUS!! LOOK OUT...!

NO CELL CAN HOLD THE RHINO!

SLAK!

BULLETS WON'T STOP 'IM! WHAT'LL WE DO??

I'M GETTING OUT... AND NOW!

BRAK!

STOMP!

STAND ASIDE! DON'T TRY TO STOP HIM! HELP IS ON THE WAY!

BOOM!

HELP!?? HAH! HOW CAN ANYTHING HALT THE RHINO'S CHARGE?!!

DID YOU SEE IT?? THE WAY HE SMASHED THROUGH THAT BRICK WALL!!

NO MATTER! THEY'RE WAITING FOR HIM IN THE CORRIDOR...WITH THE ONE THING THAT MAY STOP HIM!

STOMP!

HERE HE COMES! LET 'IM HAVE IT... NOW!

STOMP!

AT THIS RANGE I CAN'T MISS!

SSSSS

HE'S SLOWING DOWN! LOOK... IT'S WORKING!!

THE ONE THING HIS RHINO HIDE COULDN'T PROTECT HIM FROM...A SPRAY TRANQUILLIZER!

BUT, HOW *LONG* CAN WE HOLD HIM?

WE CAN'T *KEEP* HIM TRANQUILLIZED INDEFINITELY! HE MIGHT EVEN DEVELOP AN *IMMUNITY!*

THEN WHAT DO WE *DO?* HOW CAN WE *HOLD* HIM?

I DON'T *KNOW!* BUT, IT'S A PROBLEM THAT *MUST* BE SOLVED... AND SOLVED *QUICKLY!*

IF ONLY WE KNEW HIS *ORIGIN!*

DESPITE WHAT YOU MAY THINK, WE *HAVEN'T* FORGOTTEN ABOUT PEERLESS *PETER PARKER!* IN FACT, HERE HE IS *NOW*---

STAY THERE, SWEETIE! DON'T GET TOO LONESOME WHILE I'M GONE!

HEY, WHO'S PARKER *TALKING* TO OVER THERE?

HIS *WHEELS*.. WHO *ELSE?*

I'LL BET YOU TAKE THAT CYCLE TO *BED* WITH YOU AT NIGHT!

SURE, FLASH! DOESN'T *EVERYBODY?*

HOW ABOUT COMING TO A *PARTY* AT MY HOUSE SUNDAY, PETE?

LOVE TO, GWEN!

AT *LAST*--- THEY'RE REALLY BEGINNING TO *ACCEPT* ME! IT'S GREAT TO BE... *ULP!*..

I JUST *REMEMBERED!!* I PROMISED AUNT MAY I'D MEET *MARY JANE WATSON* AT DINNER SUNDAY NIGHT! I JUST *CAN'T* BACK OUT AGAIN!

GOSH, GWEN---I'M *SORRY!* I JUST REALIZED---

NO NEED TO EXPLAIN! ATTENDENCE ISN'T *COMPULSORY!*

BUT, I DON'T WANT YOU TO THINK I'M JUST MAKING UP AN EXCUSE---

I'M SURE THAT WHAT *I* THINK WON'T BOTHER *YOU,* PETER!

HAW! GOOD OL' PARKER-- THE STRIKE-OUT KING!

PETE'S PROBABLY GOT HIS REASONS!

IF YOU ASK *ME,* HE'S WAITING TILL THERE'S A PARTY FOR *WALL-FLOWERS*... SO HE CAN BE *GUEST OF HONOR!*

FLASH THOMPSON, IT SO HAPPENS THAT NOBODY *ASKED* YOU!

SAY! DON'T TELL ME THAT PUNY PARKER PUTS YOU *ON,* GWEN? NOT A CHICK LIKE *YOU!*

DON'T *WORRY,* MY FATUOUS FRIEND---I *WON'T* TELL YOU!

FATUOUS??

FORGET IT, FLASH! IT'S MORE THAN *ONE* SYLLABLE--- SO YOU WOULDN'T UNDERSTAND!

SEE YOU LATER, GUYS! GWEN AND I ARE GONNA MAKE THE SCENE AT THE *SILVER SPOON!*

IT'S LIKE AN *AESOP'S FABLE,* FLASH! YOU NEEDLE *ME* ABOUT YOUR GAL, AND *HARRY OSBORN* WALKS AWAY WITH HER!

VERY FUNNY!

YOU SURE HAVE A GIFT FOR *REPARTEE!*

THE REMAINDER OF THE DAY DRAGS ON FOR OUR HERO, UNTIL AT LAST, A THOUGHTFUL PETER PARKER LEAVES HIS FINAL CLASS ...

I'M AS ANXIOUS TO MEET **MARY JANE WATSON** ON SUNDAY AS I AM TO MEET THE **HULK!**

AND SHE'LL PROBABLY **LOOK** LIKE HIM!

FUNNY HOW I DON'T EVEN **THINK** ABOUT **BETTY BRANT** ANY MORE! SHE'S LIKE A CHAPTER OF MY LIFE THAT'S CLOSED AND DONE WITH!

BUT **GWEN STACY** LOOKS BETTER TO ME EACH TIME I SEE HER!

IF ONLY WE COULD GET OFF ON THE RIGHT FOOT... JUST **ONCE!**

OH WELL...!

LATER, AS THE VEIL OF NIGHT BEGINS TO SHROUD THE RESTLESS CITY...

NOTHING LIKE A LITTLE **WEB-SWINGING** TO CLEAR AWAY THE COBWEBS..!

SAY! THERE'S SOMEONE STANDING ATOP THAT **ROOF**... A FEW BLOCKS AWAY ... WEARING A **COSTUME!**

AND LOOK AT THE **SIZE** OF HIM! **WAIT!** I..I **KNOW** HIM!

IT'S **COLONEL JAMESON**.. JONAH'S **SON!** BUT.. WHAT **CHANGED** YOU ??

NEVER MIND **ME!** I WAS **HOPING** I'D RUN INTO **YOU,** MISTER!

I JUST FOUND OUT MY FATHER'S BEEN **RIGHT** ABOUT YOU ALL THIS TIME!

YOU'RE NOTHING BUT A CHEAP, COSTUMED **CROOK!**

BUT YOU'VE FINALLY MET UP WITH SOMEONE WHO CAN **HANDLE** A SUPER-POWERED STUMBLE-BUM LIKE **YOU!**

HEY! TAKE IT **EASY!** I HAVEN'T FINISHED PAYING MY **LAST** DENTAL BILL YET!

THOK!

YOU'RE NOT GONNA SMART-TALK YOUR WAY OUT OF **THIS,** MASKED MAN! I DON'T LIKE BEING MADE A **FOOL** OF!

WHO **DOES?!**

STOP SWINGIN' AND START LISTENING TO **REASON,** COLONEL! YOU'VE GOT THIS ALL **WRONG!**

WAM!

WRONG, EH? YOU CAN'T **DENY** ROBBING THAT BANK! TOO MANY WITNESSES **SAW** YOU!

OH, IS *THAT* ALL THAT'S BOTHERING YOU?

HERE, *THIS'LL* HOLD YOU STILL WHILE I TELL YOU MY LIFE'S STORY!

WHA..??! THAT BLASTED *WEBBING* OF YOURS..!

THWIP!

YOU DIDN'T THINK IT WOULD BE ABLE TO HOLD *ME*, DID YOU??

JUST CALL ME A RASH, IMPETUOUS *OPTIMIST!*

SNAP!

I'LL DO A LOT MORE THAN *THAT*, WISE GUY--!

I'LL KNOCK YOU FOR A *LOOP*... THEN TURN YOU OVER TO THE *LAW!*

YOU'LL NEVER GET A CHANCE TO MAKE A *LAUGHING STOCK* OUT OF MY *DAD* AGAIN!

HOW CAN I GET *MAD* AT A FELLA WHO THINKS HE'S FIGHTING FOR TRUTH, JUSTICE, AND MOM'S APPLE PIE?

WHOOSH!

BUT, HOW'D HE GET SO BLAMED *POWER-FUL??!*

I DON'T WANNA BE PULVERIZED BY A *GOOD GUY* ANY MORE THAN BY A *BAD GUY!*

NOW *LOOK*... FUN'S FUN, BUT YOU'RE *OVER-DOING* IT!

=UMMMPHH!=

THOOP!

NOW THEN, IF YOU'LL JUST COOL OFF AND LISTEN TO... *HEY!!*

YOU'LL HAVE YOUR *CHANCE* TO TALK... ONCE I PUT YOU BEHIND *BARS*... WHERE YOU *BELONG!*

WHOOM!

CAN'T AFFORD TO PULL MY PUNCHES ANY *LONGER!* HE'S TOO *STRONG*... TOO *DANGEROUS!*

SORRY ABOUT THIS, FELLA... BUT IT'LL ONLY HURT FOR A *SECOND*... AND MAYBE IT'LL KNOCK SOME *SENSE* INTO YOU!

UHHHH! HIS JAW FEELS LIKE *IRON!*

BOK!

HOLY SMOKE! DON'T YOU KNOW ENOUGH TO FALL DOWN WHEN I WHOP YOU?
OKAY, SPIDER-MAN! NOW THAT YOU REALIZE YOU CAN'T HURT ME...
WHAT GIVES? NOT ONLY HAS HE GROWN--- BUT HE'S TURNED INTO A HUMAN POWERHOUSE!
I'LL JUST FINISH WHERE WE LEFT OFF!
IT'S NO LONGER A CASE OF NOT WANTING TO HURT HIM...
I'VE GOTTA WORRY ABOUT HIM HURTING ME!
YOUR WALL-CRAWLING, BANK-ROBBING DAYS ARE OVER NOW..!
BUT I DIDN'T ROB THAT BANK!
SKROPP!
IF YOU'D ONLY LISTEN TO ME..!
FORGET IT! YOU'RE NOT BATTLING SOME BRAINLESS, SO-CALLED SUPER-VILLAIN NOW!
NO, BUT I'M BEGINNING TO WISH I WERE!
CAN'T LET THOSE BRICKS FALL TO THE STREET!
I'LL JUST GRAB A WEBFULL!
YOU'RE JUST DELAYING THE INEVITABLE!
THAT'S OKAY, COLONEL... I CAN USE THE EXERCISE!
NOW, THIS'LL KEEP YOU BUSY WHILE I EXPLAIN HOW WRONG YOU ARE ABOUT ME!
AND PAY CLOSE ATTENTION! I HATE HAVING TO REPEAT!
THWOKK
KKKKKKKKK
11

I TOLD YOU I DON'T LIKE BEING MADE A FOOL OF!

HE BRUSHED THAT WHOLE KABOODLE OF BRICKS ASIDE LIKE THEY WERE PAPER DOLLS!

SHAK!

THIS IS GETTING RIDICULOUS!

AND NOW WE'RE GOING TO WRAP THIS UP... FOR GOOD!

I WAS HOPING YOU WOULDN'T SAY THAT!

HERE'S WEB IN YOUR EYE!

FTAP!

STOP SQUIRMING! IT'LL DISSOLVE IN A FEW MINUTES AND YOU'LL BE GOOD AS NEW AGAIN!

BUT, IN THE MEANTIME, I'VE A VESTED SELF-INTEREST TO TAKE CARE OF...

NAMELY, I WANNA GET OUT OF HERE IN ONE PIECE!

SO YOU JUST LIE DOWN AND CONTEMPLATE THE FOLLY OF FIGHTING YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN...

WHUP!

WHEW! HE'S GETTING RIGHT BACK UP AGAIN!

LUCKY FOR ME THAT HE'S NOT A WEB-SLINGER ALSO, OR I MIGHT NEVER GET AWAY!

SURE WISH I KNEW WHAT VITAMIN PILLS, HE'S BEEN TAKING!

TOO BAD HE WOULDN'T LET ME EXPLAIN ABOUT THE BANK, THOUGH! I'M DYIN' TO TELL SOMEONE!

OF COURSE, THE ONE THING I CAN'T TELL ANYONE IS THAT IT ALL STARTED WHEN PETER PARKER'S SPIDER SENSE WARNED HIM OF DANGER...

THAT PAYROLL BAG! SOMETHING'S WRONG WITH IT!

GOOD THING I LEANED *CLOSE* TO IT! I COULDN'T MISTAKE THAT FAINT *TICKING* SOUND!

PAYROLL BAGS DON'T *USUALLY* CONTAIN *BOMBS* ...AS FAR AS I KNOW!

I'VE GOTTA GET *BACK* THERE AGAIN... *FAST*.. AS *SPIDER-MAN!*

HE'S *LEAVING!* THAT MEANS HE'S ALREADY *PLANTED* THE PHONY MONEY BAG! NO TIME TO NAB HIM *NOW!*

SPIDER-MAN! HOLD IT! STOP, I SAY!

I CAN *GUESS* WHAT HIS GAME IS..!

AFTER THE BOMB GOES *OFF*... INSIDE THE VAULT.. HE CAN RETURN FOR *EASY* PICKIN'S!

WAIT! YOU CAN'T--- *HEY!* WHAT THE..?!!

SORRY, FRIEND! NO TIME TO EXPLAIN *NOW!*

FITT!

WHAT'S TO *EXPLAIN?*

ANYONE CAN SPOT A *BANK ROBBERY!*

HOLY COW! HE..HE'S BENDING THOSE *IRON BARS* WITH HIS BARE HANDS!

AW, IT'S NOTHING! ALL A FELLA *NEEDS* IS THE PROPORTIONATE STRENGTH OF A *SPIDER!*

SKREEKK!

THERE'S THE *BAG!* NOW... IF ONLY I HAVE ENOUGH *TIME--!*

HE ROBBED THE *BANK!* DON'T LET HIM GET AWAY! *HELP!* STOP, THIEF! *STOP, THIEF!*

CAN'T STOP *NOW!* IT MAY *BLOW* AT ANY SECOND!

YOU WON'T *ESCAPE!* THERE'S NO PLACE YOU CAN HIDE! *NO PLACE!*

JONAH JAMESON WAS *RIGHT* ABOUT HIM! HE'S A *CROOK!*

FOR *ONCE* LUCK WAS *WITH* ME! I *MADE* IT!

IT CAN'T DO ANY DAMAGE *NOW!*

IT *EXPLODED* JUST AFTER IT HIT THE WATER! ANOTHER FEW SECONDS WOULD HAVE BEEN *TOO LATE!*

AND, THEY'LL ALL KNOW I'M *INNOCENT* AS SOON AS THEY REALIZE NO MONEY'S *MISSING!*

BOY! WON'T *JONAH* BE SURPRISED!

AND, SPEAKING OF THAT PEERLESS PARAGON OF PUBLISHING PARSIMONY..

BUT, IF *I* GO AFTER THE *RHINO* STORY, J.J., WHO'LL COVER YOUR SON'S CAPTURE OF *SPIDER-MAN?*

J. JONAH JAMESON *HIMSELF*, FOSWELL! THIS WILL BE THE GREATEST TRIUMPH OF MY ILLUSTRIOUS CAREER!

SURE, BOSS.. IF YOU *SAY* SO!

THIS IS ONE TIME I *CAN'T* BE WRONG!
HE WAS *SEEN* ROBBING THE BANK!
AND MY OWN *SON* IS GONNA *CAPTURE* THAT WEB-HEADED ..*HEY!* WHAT ARE *YOU* DOING HERE?!!
WHERE'S MY *BOY??*
NOW DON'T LOSE YOUR COOL, JONAH! I'VE SOMETHING TO *TELL* YOU!

I DIDN'T ROB THAT BANK! I *SAVED* IT FROM A ROBBERY!
SURE, SURE! AND *I'M* NOT JONAH JAMESON ... I'M *HUCKLEBERRY FINN!*
NOT A *CHANCE!* MARK TWAIN WOULD HAVE BUSTED HIS QUILL PEN BEFORE HE'D INFLICT *YOU* ON THE READING PUBLIC!
NEVER MIND *THAT!* WHAT HAPPENED TO MY *SON?* DIDN'T HE *FIND* YOU? WHERE *IS* HE? HOW'D YOU *ESCAPE* FROM HIM?
WITH THE GREATEST OF *EASE,* CHUCKLES!

I MIGHT AS WELL *TAKE OFF!* HE'S TOO *ANGRY* TO TELL ME WHAT CHANGED THE *COLONEL!*
CALL THE *BANK,* J.J., AND ASK IF ANY *MONEY'S* MISSING! *THEN* YOU'LL BELIEVE ME!
IT'S *GOTTA* BE MISSING! YOU *TOOK* IT!

MY SON... THE *SUPER-HERO...* WILL BRING YOU TO JUSTICE! JUST *WAIT!*
"CALL THE BANK"!?? WHAT DOES HE *TAKE* ME FOR? I *KNOW* HE'S GUILTY!
BUT.. WHY WOULD HE *TELL* ME? WHAT'S HE *UP* TO?
NUTS! I WON'T GIVE THAT FINK THE *SATIS-FACTION* OF CALL-ING!

SIXTY SECONDS LATER...
WHAT D'YA *MEAN* NO MONEY'S MISSING FROM YOUR VAULT?!!
I DON'T CARE *HOW* MANY TIMES YOU COUNTED IT! COUNT IT *AGAIN!*
IT'S *GOT* TO BE *MISSING!* *SPIDER-MAN* *TOOK IT!*
IF--IF I'M WRONG *AGAIN*---ABOUT THAT WALL-CRAWLER--I--I-- *NO!* I *CAN'T* BE! I *CAN'T!*
NEVER MIND *WHO* THIS IS! I'M JUST AN UN-SELFISH CRUSADER FOR *JUSTICE!*
THUD!

SLAM!
JOHN! YOU'RE *ALL RIGHT!*
NEVER MIND ABOUT *ME*... WHERE *IS* HE?? WHERE'S *SPIDER-MAN??*
HE WAS JUST *HERE*.. BUT--HE GOT *AWAY!*
I--I JUST *LEARNED* SOMETHING!
THERE'S A CHANCE THAT THE BANK *WASN'T* ROBBED!
HE MAY ACTUALLY BE--ULP--*INNOCENT!*

I DON'T CARE *WHAT* HE IS! I *OWE* HIM SOME-THING---AND I'M GONNA *PAY* IT TO HIM---IN *SPADES!*
BUT---DON'T YOU *SEE?* WE'D BETTER *WAIT!* IF HE *DIDN'T* ROB THE BANK, YOU CAN'T---
I DON'T GIVE A *RAP* ABOUT WHO ROBBED THE BLASTED BANK! I'VE GOTTA POLISH OFF *SPIDER-MAN*... NO MATTER *WHAT!*
NO! YOU CAN'T USE YOUR POWER JUST TO SATISFY A *GRUDGE!* YOU'VE GOT TO *FORGET* ABOUT HIM---DO YOU *HEAR?*
IT DOESN'T *SOUND* LIKE JOHN! HE'S *CHANGED* --BECOME *CRUEL*--- *DEADLY..!*
SAVE YOUR *BREATH!* HE'S GOT A *SCORE* TO SETTLE WITH ME!

AND THEN... COLONEL JAMESON! I THOUGHT YOU'D BE HERE! I'VE ORDERS TO DRIVE YOU BACK TO YOUR HOTEL, SIR!

GO WITH HIM, SON! GET A GOOD NIGHT'S REST... THAT'S WHAT YOU NEED!

I KNOW WHAT I NEED!

I NEED TO FIND SPIDER-MAN AGAIN... AND PROVE THAT I CAN WHALE THE TAR OUT OF THAT CROOKED CREEP!

I'M A SUPER-HERO NOW! AND I'M THE BEST THERE IS! I'M STRONGER THAN ANYONE... NOBODY'S GONNA PUSH ME AROUND! NOBODY!

WHAT'S COME OVER HIM? HE'S NOT MY HEROIC SON JOHN ANYMORE! HIS VOICE IS BITTER... ARROGANT... COMPLETELY MERCILESS!

JOHN-- LISTEN! DON'T-- DO ANYTHING-- RASH!

HE DIDN'T EVEN BOTHER TO ANSWER ME! HE-- HE'S BECOME LIKE-- A STRANGER

WHILE, IN A TYPICAL BEDROOM, IN A TYPICAL HOME, IN A TYPICAL NEIGHBORHOOD, A NOT-SO-TYPICAL SPIDER-POWERED YOUTH MAKES A SUDDEN DECISION...

IT'S NO USE! I CAN'T SLEEP... NO SENSE EVEN TRYING!

IT'S AS THOUGH SOMETHING'S CALLING ME... MAKING ME GET UP!

I LEFT THINGS TOO UNDECIDED WITH JONAH'S SON! I'VE GOT TO FIND HIM AGAIN!

SOMETHING... MAYBE IT'S MY SPIDER SENSE... TELLS ME HE'S TOO DANGEROUS TO BE AT LARGE IN THE CITY!

ONE THING IS FOR SURE... HE'S NOT THE SAME COL. JAMESON I ONCE KNEW AND LIKED!

AND, AT THAT MOMENT, IN ANOTHER PART OF THE CITY, AS IF TO LEND EMPHASIS TO SPIDEY'S WORDS...

NOBODY'S KEEPING ME COOPED UP IN A CRUMMY HOTEL ROOM!!

NOT WHILE SPIDER-MAN IS OUT THERE SOMEWHERE... PROBABLY GLOATING ABOUT HOW EASILY HE GOT AWAY FROM ME!

WELL, I'M GONNA FIND HIM AGAIN... AND THIS TIME HE WON'T GET AWAY.. NOT EVER!

BTAM!

COLONEL JAMESON! WAIT! YOU-- YOU CAN'T..!

SHUDDUP! GET OUT OF MY WAY! EVEN A HUNDRED LIKE YOU COULDN'T STOP ME NOW!

BUT... WE HAVE OUR ORDERS! YOU'RE NOT SUPPOSED TO.. UNNHHHH!

I SAID OUT OF MY WAY!

I DON'T CARE WHAT ANYONE SAYS! I DON'T EVEN CARE IF SPIDER-MAN DIDN'T ROB THAT BANK!

I'VE GOTTA PROVE I CAN BEAT HIM! I'VE GOTTA PROVE I'M THE GREATEST SUPER-HERO OF ALL!

I DON'T HAVE TO ANSWER TO ANYONE! I'VE GOT THE POWER.. THE STRENGTH.. TO MAKE MY OWN RULES... TO WRITE MY OWN TICKET... ANYWHERE!

THUMP THUMP!

LIKE SOME MYSTIC, METAPHYSICAL MAGNET, **FATE** SEEMS TO DRAW BOTH MEN TO THE SAME PLACE AT THE SAME TIME.. AND THEN, **VOILA --!**

S'MATTER, FELLA? SOMEONE TAKE AWAY YOUR **SPACE-SHIP?**

IT'S **ME**, COLONEL! HOW ABOUT US HAVING A PEACEFUL LITTLE **TALK?**

TALK?!! I'M GONNA **FINISH** YOU OFF!

TO DO **THAT**, YOU'LL NEED AN **APPOINTMENT!** THERE'S A BIG **WAITING** LIST!

ANYWAY, USE YOUR **HEAD!** WE'VE NO **REASON** TO FIGHT!

ONCE I GET OUT OF THESE WEIGHTED **BOOTS..!**

THAT'S **IT!** **STAY** THERE.. AND KEEP **TALKING!**

DANGER HIGH VOLTAGE

CLICK!

TAP!

NOW! WITHOUT THOSE LEAD WEIGHTS HOLDING ME BACK, I CAN GO ANYWHERE **YOU** CAN GO!

YOU WON'T GET AWAY FROM ME **AGAIN!**

OH, **NO!** HE CAN JUMP LIKE THE **HULK!** ...THAT'S ALL I **NEEDED!**

I CAN SEE THAT HE DOESN'T REALLY **CARE** IF I'M INNOCENT OR NOT! HE ISN'T OUT FOR **JUSTICE**... HE JUST WANTS TO **FIGHT!**

IN SHORT... WHATEVER GAVE HIM HIS **POWER**, ALSO KNOCKED HIM OFF HIS **ROCKER!**

NICE **TRY**, COLONEL! YOU GET AN "A" FOR EFFORT!

ONE MISS DOESN'T MAKE A FIGHT, YOU CREEP! THERE'S PLENTY **MORE** WHERE **THAT** CAME FROM!

HE REMINDS ME OF THE **GREEN GOBLIN**...

HE DOESN'T REALLY KNOW WHAT HE'S **DOING!** I DON'T WANNA **HURT** HIM... BUT, DO I HAVE ANY **CHOICE?**

IF YOU THINK YOU CAN BRING ME DOWN TO EARTH WITH A FEW PUNCHES, **FORGET IT!**

I CAN SWING UP HERE **ALL NIGHT!** IN FACT, IT'S **GREAT** FOR INSOMNIA!

THWIP!

YOU **CAN'T** AVOID ME FOREVER! **I** KNOW IT... AND **YOU** KNOW IT! SOONER OR LATER, I'LL GET MY **HANDS** ON YOU..!

THWIP!

DANGER HIGH VOLTAGE

HE FLOATS THROUGH THE AIRRR...

I'M NOT GONNA FIGHT YOU ON THAT *WALL*, WHERE THE ADVANTAGE IS *YOURS!*

I CAN AFFORD TO *WAIT* UNTIL YOU COME DOWN!

SHUCKS! I WOULDN'T WANNA PUT YOU TO ALL THAT *TROUBLE!*

THIS BUILDING'S A *POWER STATION!* THAT GIVES ME AN *IDEA!*

IF YOU *WANT* ME, COME ON UP TO THE *ROOF!*

IT'S A *LONG SHOT*... BUT I'VE GOT TO *TRY* IT!

NOW I'VE GOT YOU!

HE GOT HERE EVEN FASTER THAN I *EXPECTED!*

THWUMP!

"NOW I'VE GOT YOU!"?

SAY! YOU OUGHT TO *COPYRIGHT* THAT PHRASE! IT'S A REAL *SWINGER!* DIDJA THINK IT UP ALL BY *YOURSELF?*

GO AHEAD... *HAVE* YOUR LITTLE JOKES! YOU'LL NEVER GET *ANOTHER CHANCE!*

OH, YOU'RE A *PROPHET* ALSO, EH?

GOSH! THERE'S JUST NO *LIMIT* TO ALL YOUR TALENTS!

ZAK!

I'M MORE TALENTED... UNHHH.. THAN YOU *THINK!*

FOR INSTANCE, I CAN'T BE STOPPED BY A MERE *KICK*... NOT EVEN WHEN IT'S DELIVERED WITH *SPIDER STRENGTH!*

THEN PERHAPS YOU'D BE INTERESTED IN A POKE IN THE *SNOOT!* I'M RUNNING A *SPECIAL* ON THEM TODAY!

HE'S IN THE RIGHT SPOT AT LAST! NOW, ALL I'VE GOT TO DO IS *SHIFT MY WEIGHT* SUDDENLY...!

GERONIMO!!

YOU *FOOL!* A SIMPLE *FALL* CAN'T HURT *ME!*

WHAT GOOD DO YOU THINK *THIS* WILL DO YOU??

CRASH!

IT MAY NOT DO *ME* ANY GOOD!

BUT, IF I'M *LUCKY*, IT MAY HELP TO BRING *YOU* BACK TO YOUR SENSES... IF YOU'VE STILL *GOT* ANY!

I'LL *SHOW* YOU WHAT I'VE GOT!

'SPECIALLY SINCE YOU'VE NO PLACE LEFT TO *RUN!*

WHIPP!

ROK!

THIS'LL FINISH YOU OFF! NOW THE WORLD WILL KNOW *I'M* THE STRONGEST!

SURE... BUT THE STRONGEST *WHAT?*

YOU'RE STILL *CONSCIOUS?* WELL, YOU *WON'T* BE.. AFTER *THIS!*

IN *THAT* CASE I'D BETTER *DUCK!* RIGHT?

RRAK!

RIGHT!

COLONEL, WHAT I'M GONNA DO *NOW* IS FOR YOUR *OWN GOOD!!*

YOU WON'T DO *ANY-THING*... EXCEPT GET *FLATTENED!*

LET'S *BOTH* HOPE THIS WORKS!

WHAM!

DEALT A SHATTERING BLOW BY TWO ARMS POSSESSING THE ALMOST INDESCRIBABLE PROPORTIONATE STRENGTH OF A *SPIDER*, JONAH JAMESON'S MADDENED SON STAGGERS BACK --- EXACTLY AS SPIDEY *PLANNED* IT---

OHHHHHHHHHH...

THAT'S IT!

KAKKKKKKK

NOW, THE *ELECTRO-MAGNETIC* FIELD BUILT INTO YOUR *SUIT* SHOULD CAUSE A *FEEDBACK* FROM THAT GENERATOR WHICH...

AHH! IT *WORKED!* THERE IT *IS!*

HE'S NORMAL-SIZED AGAIN!

I KNEW IT! WHATEVER CHANGED HIM JUST HAD TO BE A RESULT OF SOMETHING CONTACTED DURING HIS SPACE WALK!

SO, I CHOSE THE ONE WAY TO SHOCK IT OUT OF HIS SYSTEM--BEFORE IT BECAME SO FIRMLY ENTRENCHED THAT NOTHING COULD HELP!

HE'LL BE COMING TO AFTER A WHILE!

BOY! MY SPIDER POWERS ARE GREAT--BUT IT WAS MY SCIENCE SAVVY THAT LICKED THIS ONE!

TEN MINUTES AND TWENTY-SIX SECONDS LATER... (BECAUSE WE KNOW YOU'RE A STICKLER FOR ACCURACY!)..

I NEVER THOUGHT WE'D GET A CALL TO COME RUNNING FROM SPIDER-MAN HIMSELF!

HIS PULSE, HIS BLOOD PRESSURE, EVERYTHING ELSE... ALL CHECK OUT A-OKAY! HE'S BACK TO NORMAL AGAIN!

IF HE'S HIMSELF AGAIN, IT MEANS THOSE SPORES HAVE BEEN DESTROYED!

OUR LAB BOYS WILL BE GLAD TO HEAR IT! THEY WERE CONVINCED THE WHOLE EARTH WAS IN DANGER WHILE THEY LIVED!

BUT...HOW DID IT HAPPEN?

WHO KNOCKED HIM OUT??

WHAT'S THE DIFFERENCE.. AS LONG AS HE'S ALL RIGHT!

MY SENTIMENTS EXACTLY!

NO! DON'T YOU SEE?? IT'S SPIDER-MAN'S FAULT!

HE TORMENTED MY SON...MADE HIM FIGHT...TRIED TO TURN HIM INTO A KILLER...LIKE HE HIMSELF IS..!

BUT HE COULDN'T DO IT! JOHN WAS TOO BRAVE, TOO STRONG, TOO SMART!

HE'S A CHIP OFF THE OLD BLOCK!

WHEW! THAT'S MY CUE TO TAKE OFF!

IF THE COLONEL REALLY IS A CHIP OFF THE OLD BLOCK, HE'S GOT ENOUGH TROUBLE WITHOUT ME HANGIN' AROUND!

AND, A FEW HOURS LATER...

AHHH, MY FAVORITE TIME OF THE WEEK... GOOD OL' SUNDAY!

NOTHING TO DO BUT TAKE IT EASY... TUNE UP MY CYCLE-- AND SOAK UP SOME SUN!

...IF THERE'S ANY SUN LEFT! I SLEPT MOST OF THE DAY AWAY!

WONDER WHAT GWEN'S DOING? MEBBE I'LL GIVE HER A CALL!

PETER, DEAR... SHOULDN'T YOU BE GETTING READY?

REMEMBER, YOU'LL BE MEETING MARY JANE WHEN WE GO TO MRS. WATSON'S FOR DINNER IN A FEW HOURS!

YOU DIDN'T FORGET ABOUT IT, DID YOU?

FORGET?? GOSH, AUNT MAY... WHO COULD FORGET?

DOPEY ME... THAT'S WHO!

I'VE SPENT MONTHS TRYING TO AVOID MEETING MRS. WATSON'S NIECE!

BUT, IT LOOKS AS IF THIS IS ONE CONTEST SPIDEY'S GONNA LOSE! AUNT MAY MANAGED TO OUT-MANEUVER ME AT LAST!

OH, WELL-- I GUESS I MIGHT AS WELL MEET HER AND GET IT OVER WITH!

SHE MAY NOT BE AS BAD AS I EXPECT!-

SHE'LL PROBABLY BE WORSE!

THUS, LIKE A CONDEMNED MAN WALKING THE LAST MILE, WE FIND OUR HAPLESS HERO---

I'VE ALWAYS THOUGHT MARY JANE IS THE *SWEETEST* THING!

THAT'S JUST.. SWELL!

THE DEAR BOY IS SO *SHY!*

MAY PARKER! I'M SO *HAPPY* YOU COULD MAKE IT!

YOU KNOW PETER AND I WOULDN'T HAVE MISSED THIS FOR *ANYTHING*, ANNA!

NOT FOR ANYTHING!

MARY JANE WILL BE HERE *ANY MINUTE*, PETER! SHE CALLED A FEW MINUTES AGO TO SAY SHE WAS LEAVING HER APARTMENT!

THAT'S *ONE* GOOD THING! IF SHE DOESN'T *LIVE* HERE, SHE'LL PROBABLY HAVE TO GO BACK HOME EARLY!

GOSH, IF NOT FOR *AUNT MAY*, WOULD *I* LIKE MY OWN APARTMENT!

TRY NOT TO BE TOO *IMPATIENT*, DEAR!

I'LL TRY!

PLEASE COME IN, AND SIT DOWN---

FUNNY HOW I CAN'T GET *GWEN* OUT OF MY MIND LATELY!

SOMETHING TELLS ME SHE KINDA *LIKES* ME!

I NEVER REALLY *DID* EVER GET TO *KNOW* HER!

BUT, ONCE I GET THIS *MARY JANE* ORDEAL OVER WITH---

PETER'S ALL WRAPPED IN *THOUGHT!* HE MUST BE SO *EAGER* TO MEET MARY JANE!

THERE'S THE *BELL!* THAT MUST BE HER *NOW!*

RINNG!

PETER PARKER, I'D LIKE YOU TO MEET MY *NIECE*---

YOU MEAN--- *THAT'S* MARY JANE..?!!

FACE IT, TIGER...

YOU JUST HIT THE *JACKPOT!*

NEXT: "THE RHINO ON THE RAMPAGE!"

PLUS: A SWINGIN' SURPRISE OR TWO! 'NUFF SAID!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

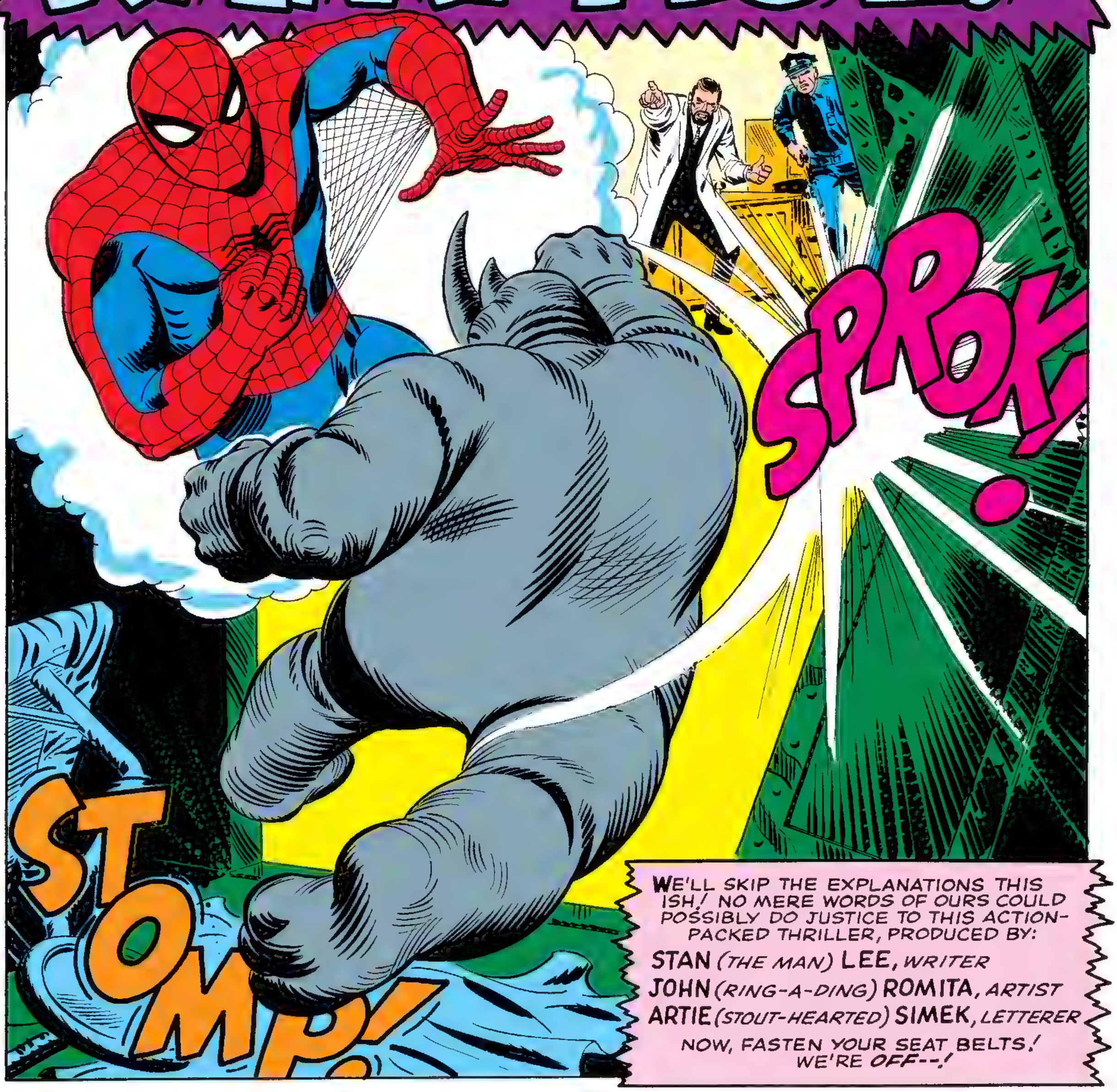
MARVEL COMICS GROUP

12¢ IND. | 43 DEC

"RHINO ON THE RAMPAGE!"

THE AMAZING SPIDER-MAN!

"RHINO ON THE RAMPAGE!"



WE'LL SKIP THE EXPLANATIONS THIS ISH! NO MERE WORDS OF OURS COULD POSSIBLY DO JUSTICE TO THIS ACTION-PACKED THRILLER, PRODUCED BY:

STAN *(THE MAN)* LEE, *WRITER*
JOHN *(RING-A-DING)* ROMITA, *ARTIST*
ARTIE *(STOUT-HEARTED)* SIMEK, *LETTERER*

NOW, FASTEN YOUR SEAT BELTS! WE'RE *OFF--!*

ALERT ALL UNITS! THE *TRANQUILIZERS* HAVE WORN OFF! THE RHINO'S *ESCAPING!*

CRAK!

CLICK! CLICK!

HIS *HIDE'S* AS TOUGH AS EVER! MY SHELLS DON'T EVEN SLOW 'IM DOWN!

HE'S STAGGERING LIKE HE'S IN A FOG! MUST STILL BE DAZED FROM THE *SEDATION!*

BUT-- HOW'LL WE *STOP* HIM?

STOMP!

TAKE COVER, DOC! NOTHIN' MORE *YOU* CAN DO!

BEST THING IS TO STAY OUT OF HIS *WAY!*

SKRAK!

THEN, AS THE SEEMINGLY-UNSTOPPABLE *RHINO* CRASHES THRU A BRICK WALL TO FREEDOM, HIS BRAIN BEGINS TO CLEAR, AS HE SLOWLY REMEMBERS--

SPIDER-MAN! *HE'S* THE ONE WHO BEAT ME LAST TIME!

IF WE MEET *AGAIN*-- I'VE GOT TO *CRUSH* HIM!

STOMP! STOMP!

AND, JUST THEN, ON THE OTHER SIDE OF TOWN...

ISN'T IT *LOVELY*, MR. FOSWELL? NED JUST *GAVE* IT TO ME!

SO YOU KIDS FINALLY GOT *ENGAGED!* IT'S ABOUT *TIME*, TOO!

BETTY WAS WORTH *WAITING* FOR!

I'M SO *HAPPY!* IT'S LIKE A *DREAM!*

FUNNY--I ALWAYS THOUGHT IT WOULD BE BETTY AND THAT KID *PARKER!* WELL, YOU NEVER CAN--

UH OH! *NOW* WHAT?

WHAT ARE YOU STANDIN' AROUND *HERE* FOR? THE *RHINO* JUST ESCAPED! *I WANT THE STORY!*

AND WHERE'S *PETER PARKER* WHEN I NEED HIM??

YOU'VE PLENTY OF *OTHER* PHOTOGS, J. J.!

BUT *NONE* AS GOOD AS THAT LAZY LOWLIFE!

I DON'T KNOW HOW *HE* ALWAYS GETS THE BEST PIX-- BUT HE *DOES!*

GET *MOVING!!* GET ON THE *BALL!* GET THE *STORY!* GET, *PARKER!* GET *OUTTA* HERE!

YES *SIR*, J. J.! I'M ON MY WAY!

AND *YOU* TWO-- *BREAK IT UP!*

THIS IS A *NEWSPAPER*-- NOT *LOVERS' LANE!*

BUT, SPEAKING OF LOVERS' LANE, LET'S LOOK IN ON *PETER PARKER* AS HE DREAMINGLY TOYS WITH HIS FOOD OVER THE DINNER TABLE--

WOULD YOU MIND PASSING THE BUTTER, PETER?

NO--NOT AT *ALL!*

THEN, WHY DON'T YOU *PASS* IT, DEAR?

PASS *WHAT?*

PETEY-O, YOU'RE RIGHT FROM *GROOVESVILLE!*

I NEVER *THOUGHT* A TIGER WHO WORE HIS HAIR SO *SHORT* COULD BE SO *DREAMY!*

AND YOU'VE GOT A BOUNCIN' *BIKE,* TOO! DAD--YOU'RE THE *END!*

THIS IS THE GAL I DIDN'T WANNA *MEET* ALL THESE MONTHS? =*WHOOOSH!*=

WHAT SAY WE GIVE THE *BOOB TUBE* A WHIRL? YOU CAN FILL ME IN ON YOUR LIFE STORY DURING THE STATION BREAKS!

IT'S A *DEAL,* MARY JANE!

THEY SEEM TO BE HITTING IT OFF *BEAUTIFULLY,* MAY!

SHE'S JUST WHAT PETER *NEEDED!* SHE'S SO FULL OF FUN--SO *ALIVE!*

THE DEAR BOY LEADS SUCH A *QUIET* LIFE!

TELL ME ABOUT *YOURSELF,* MARY JANE! HOW COME I'VE NEVER RUN INTO YOU BEFORE?

WHAT DO YOU *DO* WITH YOURSELF WHEN YOU'RE NOT DRIVING HELPLESS MALES OUT OF THEIR MINDS?

MMMM! YOU COME ON *STRONG,* SON!

AND ALL THIS TIME I WAS AFRAID YOU'D BE THE *SHY* TYPE!

ANYWAY, I SPEND MOST OF MY TIME TAKING *DRAMA* LESSONS!

OH! YOU PLAN TO BE AN *ACTRESS?*

CORRECTION, CLYDE! I *AM* AN ACTRESS! IT'S JUST A MATTER OF *TIME* TILL THIS BIG, BLIND, BOUNCY WORLD *DISCOVERS* THAT FABULOUS FACT!

C'MON, PETEY--LET YOUR HAIR DOWN! THEY'RE PLAYING *OUR* SONG!

WHAT A *LIVING DOLL!* SHE MAKES EVERYTHING SEEM LIKE A *PARTY!*

BUT, IT WOULDN'T BE PETER PARKER IF *SOMETHING* DIDN'T HAPPEN TO SPOIL THE FUN--

WE INTERRUPT *BOSS-BEAT BANDSTAND* TO BRING YOU A SPECIAL BULLETIN! THE *RHINO* HAS BROKEN OUT OF PRISON AND IS AT LARGE WITHIN THE CITY! ALL CITIZENS ARE WARNED--

YOU'D *THINK* THEY'D WAIT TILL THE END OF THE *SONG!*

THE *RHINO!!* HE'S *FREE* AGAIN!

THOSE CRAZY *THREADS* BREAK ME UP!

I'VE GOT TO GO **AFTER** HIM--AS **SPIDER-MAN!**

BUT, HOW CAN I GET AWAY FROM **MARY JANE?**

SAY, PETEY--WOULDN'T IT BE A KICK TO REALLY **SEE** THE RHINO--IN **PERSON?**

WHAT DO YOU **MEAN?**

IT'S A REAL **HAPPENING,** MAN! WE COULD HOP ON YOUR CYCLE, AND FOLLOW THE SOUND OF THE **SIRENS!**

NOW **THAT'S** THE KIND OF GAL FRIEND A BUSY SPIDER-MAN **NEEDS!**

I READ YOU LOUD AND CLEAR, LADY! LET'S **GO!**

GRRRREAT! I'LL BET THE RHINO'S A REAL **SWINGER!**

G'NIGHT, FOLKS! I'M GONNA TAKE MARY JANE FOR A SPIN!

THE DINNER WAS **DELISH,** MRS. WATSON!

BUT YOU HARDLY ATE A **THING,** PETER!

AND YET, EACH MOUTHFUL WAS A MONUMENT TO THE CULINARY ART!

YOU'RE UTTERLY **MAAAAAD,** LAD!

SECONDS LATER...

THE RADIO SAID HE WAS ON THE **EAST SIDE,** PETEY-O!

IT WON'T TAKE LONG TO **REACH** HIM!

IT'S WHAT HAPPENS **NEXT** THAT'S THE PROBLEM!

I'VE GOT TO FIND A WAY TO SWITCH TO **SPIDEY** WITHOUT **MARY JANE** GETTING WISE!

AND, AS PETER PASSES UNDER THE OFFICE WINDOW OF *NELSON AND MURDOCK,* ATTORNEYS AT LAW--

DON'T TAKE IT TOO HARD, FOGGY! IT WASN'T **YOUR** FAULT!

THAT'S EASY FOR **YOU** TO SAY, MATT!

I WORKED ALL THRU THE NIGHT ON A **WRIT** TO FREE THE RHINO--AND THEN HE MAKES A BONEHEAD **ESCAPE!**

I WISH THE COURT HAD APPOINTED **YOU** TO REPRESENT HIM, INSTEAD OF **ME!**

SO DO I, PARTNER! SO DO I!

THE MOST IMPORTANT PROBLEM **NOW** IS TO MAKE SURE THAT THE RHINO DOESN'T **INJURE** ANYONE UNTIL HE'S CAUGHT!

THAT'S NOT **OUR** PROBLEM, MATT! **SPIDER-MAN** FOUGHT HIM ONCE BEFORE, AND HE'LL PROBABLY TACKLE HIM **AGAIN!**

I WISH **DAREDEVIL** COULD GO AFTER HIM NOW--BUT THE WEB-SLINGER DESERVES FIRST CRACK AT HIM!

I **HATE FELONIES!** GIVE ME A JUICY **TAX CASE** ANYTIME!

MEANWHILE, WHERE *IS* THE RHINO?--WE WERE *HOPING* YOU'D ASK!

THERE'S ONLY **ONE** WAY TO BRING **SPIDER-MAN** OUT INTO THE **OPEN!** I'VE GOTTA SMASH EVERYTHING IN **SIGHT!**

SOONER OR LATER HE'LL COME AFTER ME AGAIN--BUT **NEXT** TIME OUR MEETING'LL HAVE A **DIFFERENT** ENDING!

KLANG!

SKA-KA-KA-KA-KA-KA-KA!

STOMP! STOMP!

DON'T GO 'WAY, FRANTIC ONE! *ORIGIN TIME* IS COMIN' UP--!

IF NOT FOR THAT BLASTED WALL-CRAWLER, I'D HAVE CAPTURED *COLONEL JAMESON* BY NOW!*

MY PLAN WAS *PERFECT* --*FOOLPROOF*--TILL *HE* BUTTED IN!

*AS PROUDLY PORTRAYED IN OUR LILTIN' 41ST ISH! *YOUR FRIENDLY FOOTNOTER--STAN!*

BUT, I'LL *FINISH* SPIDER-MAN OFF! I'VE GOT THE *POWER* TO DO IT--THE POWER THAT *THEY* GAVE ME! I STILL REMEMBER HOW IT FIRST *STARTED*--

I WAS A *NOBODY* --JUST A HIRED HOOD--A MUSCLE-MAN, DOIN' THE DIRTY JOBS FOR A BUNCH OF PROFESSIONAL *SPIES*--

REMEMBER--WE OWE ALLEGIANCE TO *NO* NATION--EXCEPT THE COUNTRY THAT *PAYS* US THE BEST!

AND *YOUR* ALLEGIANCE IS ONLY TO *US!*

SURE--SURE!

MY ASSOCIATES THINK YOU ARE TOO *STUPID* TO BE TRUSTED--BUT I *DISAGREE!*

I FEEL YOUR VERY LACK OF INTELLIGENCE WILL PREVENT YOU FROM EVER *BETRAYING* US!

THE *EXPERIMENT!* TELL HIM OF THE *EXPERIMENT!*

AH, YES! WE SHALL GIVE YOU A CHANCE TO BECOME *IMPORTANT*--TO BE *FAMOUS!*

I DON'T CARE *WHAT* I DO--SO LONG AS I GET *PAID!*

EXCELLENT! THAT IS WHY YOU ARE SO *USEFUL* TO US!

"THE *EXPERIMENT* TOOK MONTHS! MONTHS OF INJECTIONS--TREATMENTS--USING ME AS A GUINEA PIG, UNTIL--FINALLY--"

NOW FOR THE MOST *CRUCIAL* PART! YOU MUST LIE *MOTIONLESS*--DO NOT MOVE A MUSCLE!

WE ARE ABOUT TO APPLY MY GREATEST INVENTION--

A FORM OF *MOLECULAR ADHESIVE*, WHICH WILL BECOME AS MUCH A *PART* OF YOU AS A *SECOND SKIN!*

THERE! IT IS *DONE!* OUR TREATMENTS HAVE GIVEN YOU THE *STRENGTH* OF A *RHINOCEROS!*

AND, THE MOLECULAR ADHESIVE *COVERING* YOU WEAR WILL GIVE YOU A PROTECTIVE *SKIN* TOUGHER THAN A RHINO'S *OWN!*

YOU ARE POSSIBLY THE *STRONGEST MAN ALIVE*--THANKS TO *US!* YOU MUST OBEY OUR EVERY COMMAND!

YOU WILL BE THE *PERFECT ASSASSIN!* BRAINLESS--OBEDIENT--INVINCIBLE!

"BUT, THEY HAD MADE *ONE* FATAL MISTAKE! WHEN MY *POWER* INCREASED--MY *INTELLIGENCE* DID, ALSO!"

WHY SHOULD I SERVE *YOU?*

BAM!

I'M TOO *STRONG* TO TAKE ORDERS FROM *ANY* MAN!

"WITHIN SECONDS, I HAD TORN THEIR LAB APART, WITH MY BARE HANDS! THEY STOOD HELPLESSLY BY, FEARING FOR THEIR LIVES!! I KNEW THERE WAS *NOTHING* I COULD NOT DO!"

ALL THESE MONTHS OF LABOR-- RUINED-- WRECKED! EVERYTHING-- *DESTROYED!*

NOTHING CAN RESIST MY RHINO-POWERED *ATTACK!*

RRRRRR

DON'T TRY TO *STOP* HIM! WE'VE GOT TO *HIDE* --HOPE HE *FORGETS* ABOUT US!

WE'LL BE LUCKY IF HE LETS US ESCAPE WITH OUR *LIVES!*

STOMP!

KT

I'LL USE MY POWER TO MAKE ME *RICH!*

I CAN COMMIT ACTS OF *SABOTAGE* THAT NO OTHER MAN COULD ATTEMPT!

THERE ARE NATIONS WHO'LL PAY A *FORTUNE* FOR THE THINGS I CAN *OFFER* THEM!

STOMP STOMP!

BUT, I CAN'T WASTE ANY MORE TIME THINKIN' OF THE *PAST!* I'VE GOT A *JOB* TO DO-- *NOW!*

THE STREET'S *CORDONED OFF!* EVERYONE IN *TOWN* KNOWS I'M HERE BY NOW!

THAT MEANS *SPIDER-MAN* OUGHTTA BE ALONG SOON--UNLESS HE'S TOO *SCARED* TO FACE ME AGAIN!

THIS TIME HE WON'T GET AWAY-- *ALIVE!*

AND, SPEAKING OF SPIDEY--

ALL I CAN DO IS TELL HER THE *TRUTH*--OR, *PART* OF IT!

STAY HERE WITH THE *CYCLE* FOR A WHILE, DOLL! I WANNA TRY TO GET SOME *PHOTOS* OF THE RHINO FOR THE *DAILY BUGLE!*

TELL HIM TO SAY *CHEESE,* PETEY!

IF *I* WAS IN CHARGE, I'D TOSS AN *A-BOMB* AT HIM FROM THE *ROOF!*

COULD BE THAT'S WHY YOU'RE NOT IN CHARGE!

THEN, A FEW MINUTES LATER...

CAN'T STAY AWAY *TOO* LONG, OR MARY JANE MAY BECOME *SUSPICIOUS!*

BUT, I REALLY *WOULD* LIKE TO GET SOME PIX OF THE *RHINO* IN ACTION!

BUYING MY *CYCLE* PUT A BIG *DENT* IN MY WALLET-- AND I CAN SURE USE THE *CASH* JOLLY JONAH WOULD PAY!

IF I LIVE TO *COLLECT* IT, THAT IS!

THERE'S THE RHINO NOW!

SPEEDY HE ISN'T!

STOMP!

I'VE JUST GOT TIME TO SET UP MY SPIDEY *SPY EYE* BEFORE FUN AND GAMES!

I'LL SET 'ER ON *AUTOMATIC*, AS USUAL!

--WITH A 10-SECOND TIME INTERVAL!

ZZZIK

ZZZIK!

THAT'S *THAT!* WIDE-ANGLE LENS--AUTOMATIC ZOOM--AND I'M READY TO *GO!*

CLICK

SWING HIGH, BABY! DADDY CAN USE THE BREAD!

AND NOW--IT'S TIME FOR MY *CURTAIN CALL!*

HEIGH HO, RHINO! WHAT'S THE GOOD WORD?

IF YOU'RE TRYING TO FIND THE WAY BACK TO *JAIL*, I'LL BE GLAD TO PUT YOU BACK ON THE TRACK, HORN-HEAD!

YOU! I KNEW YOU'D COME!

HOW MANY TIMES MUST I *BEAT* YOU TILL YOU GET THE MESSAGE?

WELL, WHILE WAITING FOR YOU TO DREAM UP A SNAPPY *REJOINDER*, I MIGHT AS WELL START WHERE WE LEFT OFF *LAST* TIME!

JUST HOLD THAT POSE, SWEETIE!

SO! YOU THOUGHT I'D BE TOO *SLOW* FOR YOU, HUH?

THAT'S JUST WHAT I *WANTED* YOU TO THINK!

-:UNNHHHH!:-

OH, *BRO*-THER! DID I EVER JUST *ASK* FOR THAT!

THOK!

GOTTA DO A *BACK-FLIP*, FAST... SO I'LL LAND A FEW FEET *AWAY* FROM HIM!

YOU TIRED ME OUT WITH YOUR SPEED AND YOUR *TRICKS* LAST TIME WE FOUGHT! BUT IT WON'T WORK *THIS* TIME!

I KNOW HOW TO *HANDLE* YOU NOW!

THAT'S IT, LEAD-HEAD --KEEP TALKING-- THE *BELLS* OUGHTTA STOP IN ANOTHER FEW SECONDS!

WHATEVER YOU *DO*, SPIDEY--DON'T LEAD WITH YOUR BIG, BRAINLESS *HEAD* AGAIN!

AND NOW--I'LL FINISH YOU OFF THE WAY I SHOULD'A DONE *LAST* TIME!

STOMP!

WANNA *BET*?

THERE! THIS'LL EVEN THE SCORE AGAIN!

FOR ALL YOUR *POWER*, YOU STILL CAN'T CHANGE DIRECTION *FAST* ENOUGH!

I'VE JUST GOTTA BE SURE THAT *I* CAN!

BTAMM!

UH OH--THAT'S NOT SO **GOOD!**

HE'S GETTING RIGHT **UP** AGAIN! IF THERE'S ANY WAY TO **HURT** HIM, IT'S NOT BY WHUMPIN' HIS **HEAD!--THAT'S** FOR SURE!

IT DOESN'T MATTER **HOW** MANY TIMES I MISS YOU--!

I'LL JUST HAVE TO CONNECT **ONCE** --AND THAT'LL BE THE END OF SPIDER-MAN!

TWANG!

I CAN'T UNDERSTAND WHY EVERY-ONE WANTS WANTS TO **END** MY CAPRICIOUS CAREER!

I ALWAYS THOUGHT OF MYSELF AS THE MOST **LOVEABLE** LITTLE HERO IN TOWN!

ANYWAY, HERE'S SOME-THING TO KEEP YOU OUT OF **DRAFTS** IF IT GETS **CHILLY!**

TAUNT ME ALL YOU **WANT** TO! YOUR LUCK WILL RUN **OUT** SOONER OR LATER!

ARE YOU **KIDDIN'?**

I'M THE **ORIGINAL** HARD-LUCK HARRY--

THEY MUST HAVE BROKEN EVERY **MIRROR** IN TOWN WHEN I WAS BORN!

SKRAK!

I WON'T PLAY IT **YOUR** WAY ANY LONGER!

INSTEAD OF VAINLY ATTACKING **YOU,** I'LL **FORCE** YOU TO COME AFTER **ME!**

GONNA PLAY **HARD TO GET,** EH?

I DON'T LIKE THE **SOUND** OF THAT! WONDER WHAT HE'S UP TO **NOW?**

BTOM!

HE'S PLOWING THRU THE ALLEY WALL--HEADING FOR THE *STREET!*

BAM!

IF NOTHING ELSE, YOU SURE ARE THE *NOISIEST* GUY I'VE FOUGHT!

STOMP!

I THINK I CAN GUESS WHAT HE'S *UP* TO!

THE STREET OUTSIDE IS A HOLLYWOOD EXTRA'S *PARADISE!*

IT'S *JAM-PACKED* WITH RUBBER-NECKING INNOCENT BYSTANDERS!

AND *THAT'S* WHERE THE RHINO'S *HEADING!*

OUR *BULLETS* MIGHT AS WELL BE MADE OUTTA *CORK!*

CRACK!

I WAS *RIGHT!* HE'S GONNA *FORCE* ME TO TRY'N *STOP* HIM!

AND THIS IS *ONE* TIME I'D BE HAPPIER BEING *WRONG!*

RUN! RUN! HE'S COMING RIGHT *AT* US!

CRACK!

WE'VE GOTTA GET THE *CROWDS* BACK-- BEFORE HE *TRAMPLES* 'EM!

STOMP! STOMP!

WELL, IT'S "*MAKE LIKE A HERO*" TIME AGAIN!

AND, RIGHT IN THE CENTER OF THE CROWD--WHERE THE *ACTION* IS--WE FIND--

SPIDER-MAN! HOPE *PARKER* SHOWS UP TO GET SOME *PIX* OF HIM!

IT'S *SPIDEY!* OH, ISN'T HE THE *DREAMIEST!*

LOOK! HE'S *LEAPING*-- RIGHT TOWARDS THE *RHINO!*

PETEY BETTER GET BACK BEFORE HE MISSES ALL THE *FUN!*

YOUR *GUNS* WON'T STOP HIM, FELLAS! BETTER CONCENTRATE ON KEEPING THE *CROWDS* BACK!

YOUR FRIENDLY NEIGHBORHOOD *WEB-SLINGER* WILL TRY TO KEEP RHINEY BUSY!

THWIP!

SORRY TO KEEP YOU *WAITING*, PLAYMATE--BUT I WANTED TO COUNT THE HOUSE FIRST!

ALSO, I THOUGHT I'D GIVE MY *WEBBING* TIME TO SOLIDIFY ENOUGH TO *HOLD* YOU THE NEXT TIME I USE IT!

YOUR *WEBBING?*

YOU DON'T THINK A FEW SKINNY STRANDS CAN STOP *ME?!!*

TO TELL THE TRUTH, I MUST CONFESS THAT THE THOUGHT *DID* CROSS MY MIND!

BUT I DIDN'T KNOW YOU'D BE SUCH A *SOREHEAD* ABOUT IT!

I WISH YOU HAD THE COURTESY TO SAY *OUCH* WHEN I KLONK YOU!

KLONK!

OKAY--*UP*, LITTLE SHEBA--REST TIME'S *OVER!*

I'M GONNA SEE TO IT THAT YOU GET YOUR *MONEY'S WORTH* THIS LESSON!

HE STILL DOESN'T EVEN LOOK *WINDED!*

WHAT DOES IT *TAKE* TO STOP HIM??

DID YOU SEE *THAT?*

HE TOOK OFF LIKE A *MISSILE!*

WHOOOPFF!

I *KNEW* --IF I BIDED MY TIME--!

ROP!

--YOU'D NEVER EXPECT ME TO MOVE SO *FAST!*

AT THAT MOMENT, A HEAVILY-LADEN *TRAILER TRUCK*, LOADED WITH STEEL BEAMS, SPEEDS AROUND THE CORNER--AS THE DRIVER, *STUNNED* BY THE UNEXPECTED *SIGHT* BEFORE HIM--LEAPS FROM THE CAB IN PANIC--!

THE *RHINO!* COMIN' RIGHT *AT* ME! GOTTA GET *AWAY!*

STAY *BACK!* *BACK!* NOBODY'S FINISHING OFF SPIDER-MAN BUT *ME!*

CAN'T--GET UP--YET! FEEL LIKE--I RAN INTO--A STONE WALL--!

STOMP!

JOE! COME BACK!! THERE'S NO WAY YOU CAN STOP THE RHINO!

I CAN'T LEAVE SPIDER-MAN JUST LYING THERE!

SKRUNCH!

THERE! THAT'LL SHOW EVERYONE I'M NOT PLAYIN' AROUND!

NOW TO TURN BACK AND CHARGE INTO THAT WEB-CRAWLER--FOR THE LAST TIME!

HE'S BEARING AROUND--GETTING SET TO CHARGE THIS WAY AGAIN!

I'VE ONLY A FEW SECONDS TO YANK SPIDER-MAN OUT OF HIS PATH!

FAST AS HE IS, IT'S ALMOST IMPOSSIBLE FOR HIM TO CHANGE DIRECTION ONCE HE GETS UP SPEED!

EASY, FELLA! STAY WHERE YOU ARE! I'LL GETCHA!

UHHHHHH

WHEW! THAT WAS A CLOSE ONE!

ANOTHER COUPLE'A SECONDS MIGHT HAVE BEEN TOO LATE!

BLANG!

STOMP!

IT'LL TAKE 'IM A WHILE TO DIG OUT FROM UNDER THOSE STEEL BEAMS--

AND, BY THEN, I OUGHTTA HAVE YOU SAFELY HIDDEN IN THE CROWD!

IF--YOU HADN'T GRABBED ME--I MIGHT HAVE BEEN--DONE FOR--!

BUT, SO LOUD AND CONFUSING IS THE DIN--SO THICK AND BLINDING IS THE ENSUING SMOKE--THAT THE NEAR-SIGHTED RHINO CARELESSLY CONCLUDES--

THAT'S THE END OF SPIDER-MAN! NO ONE BUT ME COULDA LIVED THRU THOSE FALLING GIRDERS!

THEY'RE BLOCKIN' THE INTERSECTION ENOUGH SO'S I CAN LOSE MYSELF BEFORE ANYONE GETS THRU....!

STOMP!

NOW THAT SPIDER-MAN'S OUTTA THE WAY, I CAN GO AFTER COLONEL JAMESON AGAIN!

THAT WAS QUITE A *WALLOP* YOU TOOK, FELLA! ARE YOU OKAY NOW?

I *THINK* SO--THOUGH I *WOULDN'T* BE--IF NOT FOR *YOU!*

I'M NOT TOO GOOD AT THE "*THANKS FOR SAVING MY LIFE*" BIT, BUT--

FORGET IT, MISTER! WE MAY NOT BE GLAMOR BOYS, BUT WE DO OUR *JOB!*

AND ANYONE WHO DOESN'T *BELIEVE* THAT CAN CHECK WITH *YOURS TRULY!*

WELL, I BETTER MAKE MY REPORT BEFORE WE NEED A *CRYIN' TOWEL!*

SECONDS LATER...

MAN! AM *I* GONNA BE A *BLUECOAT BOOSTER* FROM NOW ON!

WOTTA STORY! SPIDEY SAVED BY A COP ON THE BEAT!

JONAH WILL *EAT* IT UP!

GOOD THING I DIDN'T FORGET MY *CAMERA* FOR ONCE!

THE PIX MAY NOT MAKE ME LOOK LIKE "MR. HERO OF THE YEAR", BUT THEY OUGHTTA *SELL!*

BOY! SOMEONE OUGHTTA WRITE A BOOK ABOUT *COPS!* THEY'RE THE *REAL* HEROES!

UH OH! THE CAMERA'S BEGINNING TO *WOBBLE--!*

OH NO!

I LEFT IT *HANGING* TOO LONG!

MY SPECIAL *STICKUM STUFF* MUST HAVE EVAPORATED!

BUT, BEFORE THE CAMERA CAN HIT THE GROUND...

GOT IT!

THWOP!

WHAT A *DAY!* ONE CLOSE CALL AFTER THE OTHER!

BUT *THIS* WOULD HAVE BEEN THE *WORST!* LITTLE PETEY REALLY *NEEDS* THE GREENBACKS THIS'LL BRING!

BUT, *ONE* GOOD THING CAME OUT OF THE WHOLE SORDID MESS--

I THINK I'VE FINALLY FIGURED OUT A WAY TO POLISH OFF THE *RHINO* NEXT TIME WE MEET!

AND, EVERYONE'S FAVORITE WEB-SLINGER IS GONNA MAKE SURE THAT'LL BE PRETTY *SOON!*

NOW, I'D BETTER GET *MOVING!* MARY JANE'LL BE WONDERING WHAT--*SAY!*

A SMALL PIECE OF THE RHINO'S *HIDE*--STUCK ON THIS JAGGED STONE!

VERRRRRY INTERESTING!

HI, PETEY! I GUESS YOU DIDN'T GET THOSE **PHOTOS**--I DIDN'T **SEE** YOU DURING ALL THE EXCITEMENT!
OH, I **GOT** THEM ALL RIGHT, M.J.!
I RAN INTO A **BUILDING** AND SNAPPED THEM FROM A SECOND FLOOR HALL **WINDOW!**
PRETTY **CLEVER,** DAD! BUT, SPEAKING OF **BUILDINGS,** I'D BETTER GET BACK TO **MINE** NOW! SHALL WE **RIDE,** CLYDE?

UH UH! I'LL LEAVE YOU STRANDED HERE **FOREVER**--UNLESS YOU TELL ME YOU'RE **FREE** TOMORROW NIGHT!
I **HAD** PROMISED **ROCK HUDSON...**
--BUT I DON'T WANT HIM TO TAKE ME FOR **GRANTED!**
WELL, THAT'S SHOW BIZ!

AND SO...
SEE YOU **TOMORROW,** PETEY!
YOU **KNOW** IT, DOLL!
BOY! WOULDN'T I LIKE MY OWN **APARTMENT,** THE WAY MARY JANE HAS--!
IF ONLY I DIDN'T HAVE **AUNT MAY** TO CONSIDER!
VROOM!

A SHORT TIME LATER--AT THE *BUGLE*--
I'LL HAVE THE STORY FOR YOU IN **NO** TIME, J.J.! I SAW THE **ENTIRE** THING!
EVEN **WITHOUT** ANY PHOTOS, IT'LL BE A GREAT YARN!
WHO **SAYS** WITHOUT ANY PHOTOS?
CLICK CLACK
WOULDJA BELIEVE--A WHOLE **FISTFUL?**

PARKER! YOU FINALLY HIT THE **JACKPOT!!**
HEY! WHAT'S **THIS?** SPIDER-MAN BEING **SAVED**--BY AN ORDINARY COP ON THE BEAT!
IT'S **BEAUTIFUL!** IT PROVES THAT WEB-SLINGIN' WEASEL ISN'T **HALF** AS GOOD AS HE'S CRACKED UP TO BE!
YOU'RE GETTIN' A **BONUS** FOR THIS, KID!
GREAT! I CAN **USE** THE MONEY!
MONEY! WHO SAID **MONEY?**

FOSWELL! GET 'IM HIS OWN KEY TO THE **WASHROOM!**
PUT HIS **INITIALS** ON IT!
HELLO! THIS IS **JAMESON!** RIP OUT THE FRONT PAGE! RE-SET FOR MORE **PHOTOS!** WE'RE PRINTING AN **EXTRA EDITION!**

NOW CALL THE **HOSPITAL** IN WESTCHESTER THAT MY **SON'S** BEEN TRANSFERRED TO FOR OBSERVATION!
YEAH! OF **COURSE** I'LL WAIT!
PICK UP YOUR **CHECK** ON THE WAY **OUT,** PARKER!
SO--THE **COLONEL'S** BEEN TRANSFERRED TO A WESTCHESTER HOSPITAL!
AND THE **RHINO** IS STILL ON THE LOOSE!

YES, MR. JAMESON, YOUR SON IS DOING FINE!
OUR TESTS HAVE REVEALED ABSOLUTELY **NO AFTER-EFFECTS** FROM THE STRANGE **SPORES** HE PICKED UP ON HIS SPACE WALK!
HE'LL PROBABLY BE BACK ON ACTIVE DUTY WITHIN A WEEK!
DON'T WORRY, SIR--THE **GOVERNMENT** IS PAYING HIS MEDICAL EXPENSES!
YES! OF **COURSE** I'M SURE!
GOOD OL' **DAD!** HE'S AS TIGHT-FISTED AS EVER!
HE MAKES **JACK BENNY** SEEM LIKE A COMPULSIVE **SPENDER!**

I DON'T **LIKE** IT! I **STILL** THINK COLONEL JAMESON MAY BE IN **DANGER!**
WHAT IF THE **RHINO** IS STILL **AFTER** HIM--AND EVERYONE'S **GUARD** IS DOWN?
I'VE GOTTA CHANGE TO **SPIDEY** AGAIN--AND PAY A LITTLE **VISIT!**
I JUST HOPE I'LL BE IN **TIME!**

MINUTES LATER, AT THE LAB OF FAMOUS RESEARCH SCIENTIST DR. CURTIS CONNORS (WHOM OLD-TIME SPIDOPHILES ALSO KNOW AS---THE LIZARD...)

I HATE TO BOTHER YOU, DOC--BUT I CAN SURE USE SOME HELP!

SPIDER-MAN! HOW CAN SOMEONE TO WHOM I OWE MY LIFE BE A BOTHER?

I'VE HEARD ABOUT YOUR BATTLE WITH THE RHINO ON THE RADIO! TOO BAD HE GOT AWAY!

THAT'S WHY I'M HERE, DOC! THERE'S NO WAY TO STOP HIM WHILE HE'S PROTECTED BY THAT RHINO HIDE OF HIS!

IF ONLY I HAD A SAMPLE--FOR ANALYSIS!

I'M GLAD YOU ASKED--

I'VE GOT SUCH A SAMPLE!

THEN WHAT ARE WE WAITING FOR? I'LL START ANALYZING IT IMMEDIATELY!

WHILE YOU SET UP YOUR APPARATUS, I HAVE A PRIVATE PHONE CALL TO MAKE--!

YOU CAN USE THE PHONE RIGHT IN THE NEXT ROOM!

IT'LL JUST TAKE A MINUTE!

I JUST REMEMBERED--I DON'T WANT AUNT MAY WORRYING ABOUT WHERE I AM!

THIS IS PETER! DON'T WAIT UP FOR ME--I HAVE TO =EH= DO SOME STUDYING AT A FRIEND'S HOUSE!

SURE, I'M OKAY! SEE YOU IN THE MORNING, AUN'T MAY!

WOULDN'T HAVE TO DO THIS IF I HAD MY OWN PAD!

IT WOULD BE BETTER FOR BOTH OF US!

MINUTES LATER--

IT'S ALWAYS AMAZED ME HOW A MASKED CRIME-FIGHTER LIKE YOURSELF CAN ALSO BE SUCH A CAPABLE SCIENTIFIC LAB MAN!

SCIENCE WAS ALWAYS MY FIRST LOVE, DOC!

AND, IF EVER THERE'S A SLUMP IN SUPER-HEROING, I'LL HAVE SOMETHING TO FALL BACK ON!

AFTER ALL, I DON'T KNOW HOW MUCH FUTURE THERE IS IN SPENDING YOUR LIFE UNDER A SPIDER-MAN MASK!

WHAT'S WRONG, DOC? YOU'RE NOT WITH IT!

I WAS JUST THINKING--PERHAPS THE LIZARD COULD DEFEAT THE RHINO!

TOO DANGEROUS! YOU ALMOST REMAINED THE LIZARD LAST TIME! I CAN'T LET YOU RISK IT!

THEN IT'S BACK TO THE TEST-TUBES!

FINALLY...

LOOKS LIKE YOU'VE DONE IT, DOC!

THIS IS WHAT I WAS AFTER!

BUT, IT'S STILL UNTESTED! WE'LL HAVE TO EXPERIMENT WITH IT FIRST!

THERE ISN'T TIME! IF I'M TOO LATE, A MAN MAY DIE!

BUT--DO YOU REALIZE THE DANGER--?

IF I EVER LET DANGER STOP ME, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN WOULD BE OUT OF BUSINESS BY NOW!

ARE YOU SURE YOU DON'T WANT ME TO GO WITH YOU?

YOU'VE A WIFE AND A SON, DOC! WHY RISK IT?

BESIDES, YOU'RE ONE OF THE ONLY FRIENDS SPIDEY HAS! I CAN'T AFFORD TO LOSE YOU!

HE STILL DOESN'T REALIZE THAT WHEN HE TURNED INTO THE LIZARD, HE WAS ONE OF THE DEADLIEST FOES I EVER FOUGHT!

I SURE DON'T NEED THAT AGAIN!

GOOD LUCK!

LEAVE A BUNSEN BURNER FLAMING IN THE WINDOW FOR ME, DOC!

THIRTY MINUTES LATER--

LUCKY THERE WASN'T MUCH *TRAFFIC* AT THIS HOUR! IT LOOKS LIKE I GOT HERE IN TIME! EVERYTHING'S QUIET-- *SO* FAR!

BUT, I'D BETTER STICK AROUND FOR THE REST OF THE EVENING-- JUST IN CASE!

AND I'M *ONE* GUY WHO *MEANS* IT WHEN HE SAYS "STICK AROUND"!

MAYBE I'M JUST A PROFESSIONAL *WORRIER!* NO ONE *ELSE* SEEMS TO BE EXPECTING THE *RHINO!*

BUT I KEEP THINKING IF HE WANTED TO CAPTURE THE COLONEL *BEFORE,* THEN HE *STILL* MAY WANT TO!

UH OH! MY *SPIDER SENSE* IS TINGLING!

AND, NO *WONDER*--!

THBOOM!

THE *RHINO!!*

BUT-- *HOW??* *WHY??*

HOLD IT, YOU FOOL! JAMESON'S NO *USE* TO YOU! THE SPORES HAVE *VANISHED!* HE'S *NORMAL* AGAIN!

KRAK!

CAN'T *REASON* WITH HIM! CAN'T--

÷UHHH--!÷

STOMP!

IT'S *HIM!*

HE GOT PAST THE GUARD IN THE *HALL*-- AND THE ONE IN THE *ROOM* WON'T BE ABLE TO STOP HIM!

SO, IT'S UP TO MY FAVORITE WALL-CRAWLIN' WONDER AGAIN!

AND, IF DOC CONNORS AND I *GOOFED* ON OUR GIZMO, THE WORLD MAY BE *SPIDEYLESS* AFTER TONIGHT!

THE RHINO!

AND-- SPIDER-MAN!

THAT GUN WON'T STOP HIM!

GET THE COLONEL TO SAFETY-- I'LL HOLD HIM OFF!

YOU! I DIDN'T FINISH YOU! YOU'RE STILL ALIVE!

NOW THERE'S A SWINGIN' SOLILOQUY!

IT'S LUCKY MY MOMENTUM WAS STRONG ENOUGH TO CARRY HIM OUT OF THE ROOM!

MY FIRST OBJECTIVE HAS TO BE KEEPING HIM FROM THE COLONEL!

SPLAAK!

THIS TIME I'LL MAKE SURE I PUT YOU AWAY-- FOR KEEPS!

GOOD! JUST SO LONG AS HE CONCENTRATES ON ME AND NOT JOLLY JONAH'S SON!

THWIPPP!

THAT USELESS WEBBING AGAIN?

YOU FOOL! HAVEN'T YOU LEARNED I CAN TEAR IT LIKE A SCRAP OF PAPER?

BIG DEAL! SO YOU'RE A CHAMPION PAPER TEARER!

YOUR SPIDER STRENGTH IS USELESS AGAINST ME--AND YOUR GREATEST WEAPON IS USELESS, ALSO!

FTAK!

I'LL NEVER UNDERSTAND HOW YOU DO THAT!

WHENEVER I TEAR ANY WEBBING, IT ALWAYS GOES FTIFFFT, INSTEAD OF FTAKT!

DOC CONNOR AND I WERE COUNTING ON THAT WEBBING! IT CONTAINS OUR SPECIAL GIZMO!

AND NOW, I'LL BUTT YOU THRU THE WALL LIKE A BATTERING RAM!

I'LL GIVE YOU THREE GUESSES, HORN-HEAD!

AND THEN I'LL --WHA-?-- WHERE'D YOU GO??

STOMP!

TELL ME SOMETHING, BRICK-BRAIN--

WOULDN'T IT HAVE BEEN EASIER JUST TO OPEN THE DOOR?

CRASH!

YOU CAN'T DODGE ME FOREVER! I'LL GET YOU YET--NO MATTER HOW LONG IT TAKES!

COME DOWN AND FIGHT-- I DARE YA!!

I WAS HOPING YOU'D ASK!

--UHHH!-- MY HAND! ANOTHER WALLOP LIKE THAT, AND IT'S BYE-BYE KNUCKLES!

BOK!

YOUR WEBBING CAN'T HOLD ME--AND YOUR BLOWS CAN'T HURT MY RHINO HIDE!

THE GREAT SPIDER-MAN! HA! ONCE I GET WITHIN BUTTING DISTANCE OF YOU, I'LL SQUASH YOU LIKE A BUG!

THINK SO, RHINEY?

TAKE A LOOK AT YOUR HIDE FIRST! ANYTHING HAPPENING TO IT?

HUH? FEELS WARM--LIKE IT'S STARTIN' TO BURN!

IT'S YOUR BLASTED WEBBING! EVEN THOUGH I SNAPPED IT--IT'S STILL CLINGING TO ME!

IT FEELS HOTTER-- AND HOTTER--! IT'S EATING AWAY AT MY HIDE-- DISSOLVING IT!

THAT'S THE WHOLE IDEA, CHARLIE!

I HAD A HUNCH YOU WERE WEARING AN ARTIFICIAL COVERING!

THE ONLY PROBLEM WAS FINDING A WAY TO MELT IT OFF!

AND, IT LOOKS LIKE WE FOUND IT!

MY HORNS!! MY HEAD COVERING!! THEY'RE GONE!

EVERYTHING'S MELTING OFF ME!

BOY! NO WONDER YOU COVERED YOUR HEAD THE WAY YOU DID!

I DON'T KNOW WHO YOU ARE, BUT ONE THING'S FOR SURE--

A BEAUTY CONTEST WINNER YOU AIN'T!

WAIT! STOP! DON'T!! STAY BACK--!

Y-YOU WOULDN'T HIT ME NOW--!!

SURE I WOULD! YOU DON'T WANT ME TO GROW UP FRUSTRATED, DO YOU?

LOOK! THERE THEY ARE!

EEEEEEEEE

POP!

=YEOOOHHH!=

MY SON! WHERE IS MY SON??

TAKE IT EASY, J.J.! THE COLONEL'S OKAY!

LOOK! HE'S FINALLY SHEDDED HIS RHINO HIDE!

WE WON'T HAVE ANY TROUBLE KEEPING HIM LOCKED UP NOW!

LAST ONE TO REACH HIM'S A ROTTEN EGG!

YOU SHOULD BE GRATEFUL, MR. JAMESON! SPIDER-MAN SAVED YOUR SON'S LIFE!

THAT CREEPY COSTUMED CRUMB CAN'T FOOL JONAH JAMESON! I'LL SEE HIM BEHIND BARS YET!

BALDERDASH!! I'LL SUE THAT FINK FOR USING MY BOY AS A DECOY TO TRAP THE RHINO!

WELL DONE, WEB-HEAD!

NO SWEAT, COLONEL!

DEPT. OF UTTER CONFUSION: WE GOT SO WRAPPED UP IN THIS YARN, THAT WE COUNTED THE PAGES WRONG! WE THOUGHT THIS WOULD BE THE END, BUT NOW WE SEE WE'VE ANOTHER PAGE TO GO! SO, STAY WITH US FRANTIC ONE-- WE'LL THINK OF SOMETHING--

HOW DID OL' JONAH EVER HAVE A GREAT GUY LIKE THAT FOR A SON??

IT PROVES EVEN FATE HAS A SENSE OF HUMOR!

VROOOM!

LATER, AT A RED LIGHT, PETE SEES--

GWEN STACY--OUT WITH FLASH AND HARRY!

HI, PEOPLE! ARE YOU COMING BACK LATE--OR STARTING OUT EARLY?

WE ALL WENT OUT TO DISCUSS THE BIG NEWS, PETER!

WHAT BIG NEWS?

DIDN'T YOU HEAR? FLASH HAS TO REPORT FOR A DRAFT PHYSICAL!

YEAH! ALL OF A SUDDEN THEY CAN'T WIN THE WAR WITHOUT ME!

DID YOU GET YOUR NOTICE YET, PETE?

NO! AS A MATTER OF FACT, I HAVEN'T, HARRY!

I DON'T THINK THEY'D TAKE PETER! HE'S A SCHOLARSHIP STUDENT--AT THE VERY TOP OF HIS CLASS!

CAN YA PICTURE PUNY PARKER IN THE ARMY? WOTTA LAUGH!

THE HUMOR OF THAT SOMEHOW ESCAPES ME, FLASH!

I'VE BEEN SO BUSY, I HAVEN'T EVEN HAD TIME TO THINK OF THE DRAFT!

WELL, LOUD-MOUTH--I WISH YOU LUCK--NO MATTER WHAT HAPPENS!

KNOW SOMETHIN', PARKER? ANYONE EVER TELL YA THAT YOU'RE ALL HEART?

FLASH, ISN'T IT TIME THAT YOU AND PETE BURIED THE HATCHET?

BURY IT? PUNY PARKER COULDN'T EVEN LIFT IT!

IT'S A GOOD THING I'M NOT HOLDING MY BREATH WAITING FOR GWEN TO PUT IN A GOOD WORD FOR ME!

I'LL BET MARY JANE WOULDN'T JUST SIT BACK AND LET FLASH PUT ME DOWN!

ALTHOUGH, I GUESS I'VE NEVER GIVEN GWEN MUCH REASON TO CARE, ONE WAY OR ANOTHER!

LEAVING SO SOON, USELESS? WOTTA SHAME!

KINDA BREAKS YOU UP, DOESN'T IT?

BUT, REACHING HOME, PETER FINDS A NEW PROBLEM TO CONCERN HIM--

HI, AUNT MAY! I--

AUNT MAY! WHAT'S WRONG? YOU LOOK SO PALE--SO LISTLESS--!

I-I DON'T KNOW, PETER! I'VE FELT SO--WEAK--ALL EVENING!

I--DON'T LIKE TO WORRY YOU, DEAR--BUT--PERHAPS IT WILL--PASS--!

YOUR MEDICINE! I'VE GOT TO GET IT FOR YOU!

OH NO! NOTHING HERE BUT THE OLD, EMPTY BOTTLE!

NO WONDER SHE FEELS WEAK! SHE NEVER REFILLED THE PRESCRIPTION!

IT COULD ONLY HAVE BEEN BECAUSE --SHE DIDN'T HAVE THE MONEY!

YOU'RE A GREAT GUY, PARKER! WORRYING ABOUT GETTING YOUR OWN APARTMENT--BUYING A NEW CYCLE--THINKING ONLY OF NUMBER ONE!

--WHILE THE WOMAN WHO'S DEVOTED HER LIFE TO YOU DOES WITHOUT HER MEDICINE BECAUSE SHE CAN'T AFFORD A NEW BOTTLE!

PETER PARKER, BOY HERO! YEAH--ISN'T THAT A KING-SIZE JOKE!

LATER--

SOMETHING CAME UP, MARY JANE! CAN'T MAKE IT TOMORROW NIGHT--

THAT'S OKAY, TIGER! I'LL KEEP A STIFF UPPER LIP TILL YOU BUZZ ME AGAIN, HEAR?

SOUNDS AS THOUGH SHE COULDN'T CARE LESS!

WHAT'S WRONG WITH ME? I'VE DEFEATED SOME OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME--WITHOUT BATTING AN EYE!

BUT, WHY DO I HAVE SUCH TROUBLE--JUST MANAGING MY OWN LIFE--?

NEXT:

THE LIZARD CRAWLS AGAIN!

SPIDER-MAN SPECIAL

72 BIG PAGES

MARVEL COMICS GROUP

25¢ IND.

3 NOV

KING-SIZE SPECIAL!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

ALL NEW

SPIDEY FACES THE MIGHTY AVENGERS! AND THE INCREDIBLE HULK!

'NUFF SAID!

PLUS... THE MOST ACTION-PACKED OF ALL THE DOC OCK OPUSES! BOTH IN ONE BOOK FOR THE FIRST TIME!--- SEE WHY DOCTOR OCTOPUS HAS BEEN CALLED THE GREATEST VILLAIN OF ALL!

THE AMAZING SPIDER-MAN!

"...TO BECOME AN AVENGER!"

GUEST-STARRING: THE INCREDIBLE HULK

AT AN EXTRAORDINARY EXECUTIVE SESSION OF *THE MIGHTY AVENGERS*, WE FIND--

WE'VE STUDIED THAT PHOTO OF *SPIDER-MAN* LONG ENOUGH! IT'S TIME TO DECIDE WHETHER TO OFFER HIM AVENGERS *MEMBERSHIP!*

I VOTE *YES!* WHAT'S THE SENSE OF WASTIN' TIME? HE'S A REAL *SWINGER*, AND ME, I DIG HIS *STYLE!*

BUT, YOU TEND TO *IDENTIFY* WITH HIM, HAWKEYE, BECAUSE, HE TOO, HAS BEEN *WANTED* BY THE LAW!

HE MUST BE CAREFULLY *TESTED!* IT'S THE ONLY FAIR WAY!

I VOTE *NO!* I HATE ANY-THING TO *DO* WITH *SPIDERS!*

TO MOST OF US HE IS STILL A NAMELESS *ENIGMA!*

WE MUST LEARN WHETHER SPIDER-MAN CAN TRULY BE *TRUSTED!*

IT'S A MOMENTOUS DECISION! WE *DARE NOT* MAKE A MISTAKE!

HOW'S THIS FOR A ZINGY COMBO?

SCRIPT WRITIN' BY *SMILIN' STAN LEE*
LAYOUTS BY *JAZZY JOHNNY ROMITA*
PENCILIN' BY *DASHIN' DONNIE HECK*
INKIN' BY *MIRTHFUL MICKEY DEMEO*
LETTERIN' BY *ADORABLE ARTIE SIMEK*

I SUGGEST WE AGREE UPON A **TEST** FOR HIM TO PERFORM!

SOMETHING EASY--LIKE SWINGING TO THE **MOON**-- ON HIS **WEB!**

WHAT'S **BUGGIN'** YOU, CAP? YOU'RE NOT EXACTLY JUMPIN' FOR JOY!

WE ONLY TEST AN APPLICANT **AFTER** WE DECIDE WE **WANT** HIM!

BUT, IN **SPIDER-MAN'S** CASE--

--THERE STILL SEEMS TO BE SOME **DOUBT** AMONG US!

IRON MAN AND **THOR** LEFT OTHER PRESSING MATTERS TO ANSWER OUR SUMMONS! LET'S HEAR FROM **THEM!**

THEN WHAT DO WE DO **NEXT?**

IF ONLY WE KNEW MORE **ABOUT** SPIDER-MAN! BUT, HE'S ALWAYS BEEN A **LONER!**

WAIT! I HAVE A QUESTION!

ARE THERE NOT TWO **ADDITIONAL** AVENGERS, KNOWN AS **QUICKSILVER,** AND THE **SCARLET WITCH?**

THEY ARE IN **EUROPE** AT THIS TIME, AND UNABLE TO RETURN JUST YET!

WHY ARE **THEY** NOT PRESENT TO BE HEARD?

IN FACT, **THAT** IS ONE OF THE REASONS ANOTHER **AVENGER** WOULD BE WELCOME IN OUR RANKS!

BUT-- **SPIDER-MAN!** HE'S **STILL** SUCH AN UNKNOWN QUANTITY!

EVERY MAN IS AN UNKNOWN QUANTITY UNTIL HE HAS BEEN PUT TO THE TEST!

WE MERELY GO AROUND IN CIRCLES!

LET US CONDUCT THIS MEETING WITH TRUE **AVENGERS** DISCIPLINE!

THERE MUST BE A **CHAIRMAN** IN CHARGE!

ACCORDING TO THE **DUTY ROSTER** LIST, IT'S **CAP'S** TURN!

SO BE IT! LET **CAPTAIN AMERICA** NOW ASSUME COMMAND!

I HAVE A **SUGGESTION** TO MAKE--

BEFORE **TESTING** SPIDER-MAN, LET US FIRST LEARN A LITTLE MORE **ABOUT** HIM!

THAT MAKES SENSE TO **ME!** AND I JUST THOUGHT OF A WAY TO **DO** IT--

THERE'S **ONE** GUY WHO'S MET SPIDEY A **FEW** TIMES--AND FOUGHT BOTH **WITH** 'IM AND **AGAINST** 'IM!

I SAY WE SEND FOR--**DAREDEVIL!**

GOOD IDEA! I'D JUST **LOVE** TO KNOW IF HE'S AS DREAMY-LOOKING IN PERSON AS I **HEARD** HE IS!

THAT WILL BE ENOUGH OF **THAT,** YOUNG LADY!

I'LL GO ALONG WITH HAWKEYE!

HE'S SAID TO BE **HYPER-SENSITIVE** TO SOUNDS AND IMPULSES!

BUT, HOW DO WE **FIND** DAREDEVIL?

GOOD! THAT'S ALL WE NEED TO **KNOW!**

TIME IS OF THE ESSENCE!

SPELL IT OUT, BIG MAN!

WE NEED ONLY **BLANKET THE AREA** WITH HIGH-FREQUENCY RADIO SIGNALS --AND HOPE THAT HE'S WITHIN RANGE!

IT WON'T TAKE LONG! I'LL START **SENDING** RIGHT AWAY!

I'LL USE INTERNATIONAL **MORSE CODE** SIGNALS!

HOW COME WE'VE NEVER OFFERED MEMBERSHIP TO **DAREDEVIL?**

PERHAPS WE **WILL**, SOME DAY...

AS SOON AS SOME AVENGER PROPOSES HIM **OFFICIALLY!**

A SHORT TIME LATER, AS THE FAMOUS **MAN WITHOUT FEAR** PATROLS THE CITY'S ROOFTOPS--

POWERFUL **RADIO WAVES** --FILLING THE AIR! IT'S A SIGNAL--TO **ME**--FROM THE **AVENGERS!**

WHATEVER THEY WANT--MUST BE **IMPORTANT!**

THUS, MOMENTS LATER...

THE **MIGHTY AVENGERS!** MY **CURIOSITY** WOULDN'T LET ME IGNORE YOUR SUMMONS!

WE **APPRECIATE** YOUR COMING!

TO PUT IT FRANKLY, DAREDEVIL-- WHAT WE'RE AFTER IS **INFORMATION--**

YEAH! ABOUT **SPIDER-MAN!**

WE HAVE A **REQUEST** TO MAKE--!

ENTER-- AND BE HEARD!

MMMM! I HOPE HE'S A SLOW TALKER!

MORE THAN A YEAR AGO, WE FOUGHT SIDE-BY-SIDE AGAINST THE **RINGMASTER**--* AND SPIDEY WAS AS GREAT A PARTNER AS ONE COULD HOPE FOR!

MORE RECENTLY, I ENCOUNTERED HIM **AGAIN,**** AND HE WAS **STRONGER,** AND MORE **SKILLFUL** THAN EVER!

IF HE'S BEING CONSIDERED AS A POTENTIAL **AVENGER,** HE GETS MY **HIGHEST RECOMMENDATION!**

THAT'S JUST WHAT WE WANTED TO KNOW!

*SPIDEY #16. **DAREDEVIL #'s 16 & 17. --SMILEY.

THEN, AFTER THE SIGHTLESS ADVENTURER HAS DEPARTED...

I VOTE THAT **SPIDER-MAN** QUALIFIES TO BE TESTED FOR MEMBERSHIP IN THE **AVENGERS!**

BIG DEAL! I **TOLDJA** THAT A HALF HOUR AGO!

I WON'T LET MY NATURAL **WASP'S** AVERSION TO SPIDERS PREJUDICE ME! I VOTE **YES,** ALSO!

I'M **PROUD** OF YOU, HONEY! SPIDEY GETS **GOLIATH'S** VOTE, TOO!

AND SO SAYS THE **GOD OF THUNDER!**

GOOD! THEN I'LL MAKE IT **UNANIMOUS!**

NOW, ALL WE HAVE TO DO IS **FIND** HIM!

AND SO, THE QUEST BEGINS...

IF **SPIDER-MAN** IS ANYWHERE IN THIS SPRAWLING, TEEMING, BUSTLING METROPOLIS--

THEN, BY THE BRISTLING BEARD OF ODIN, BY THE GOLDEN GATES OF ETERNAL ASGARD, **THOR** SHALL FIND HIM!

OTHERS, TOO, TAKE UP THE SEARCH FOR SPIDER-MAN--THOUGH NOT NECESSARILY WITH THE SAME GRANDILOQUENCE AS THE GOD OF THUNDER--

CAP WAS **RIGHT!** I GUESS I **DO** KINDA IDENTIFY WITH THAT MASKED WEB-SLINGER!

HE'S ALWAYS IN TROUBLE WITH THE POLICE--OR SOMEONE--JUST THE WAY **I** USED'TA BE!

AND YET, I GET THE FEELIN' THAT SPIDEY'S A GUY YOU CAN **TRUST** WITH YOUR LAST SAWBUCK!

RRRRRRRRRRR

WHOOOOSHHH

SINCE **THOR** AND I ARE UNABLE TO DEVOTE FULL TIME TO THE AVENGERS, **SPIDER-MAN** COULD BE JUST WHAT THEY NEED!

BUT THERE'S NO TELLING **WHAT** HIS ANSWER WILL BE--**IF** WE MANAGE TO **FIND** HIM!

WE'VE COVERED HALF THE CITY, AND *STILL* NO SIGN OF HIM!

I HOPE THE *OTHERS* ARE HAVING BETTER LUCK!

I HOPE WE FIND HIM *SOON*, HANDSOME! MY *WINGS* ARE GETTING TIRED!

HEY, SEYMOUR! BRING ME A HUNK'A *PAPER!* I WANNA GET HIS *AUTOGRAPH!*

HE SAID HE'S LOOKING FOR *SPIDER-MAN!* TOO BAD HE DIDN'T *FIND* HIM!

LOOK! IT'S *GOLIATH!*

BUT--WHO'S HE *TALKING* TO??

MUST BE THE *WASP!* THERE--SHE'S FLYING AROUND HIM *NOW!*

MOVE ALONG, AVENGER! YOU'VE GOT TRAFFIC STALLED FROM HERE TO TIMES SQUARE!

WADDAYA *MEAN* HOW CAN I TELL IT'S *HIM??*

HOW MANY 10-FOOT GUYS DO *YOU* KNOW??

THIS PICTURE WOULD BE WORTH *TWICE* AS MUCH IF I COULD GET THE MASKED WEB-SPINNER IN IT, TOO!

LOOK AT THE *SIZE* OF HIM! IT-IT'S *IMPOSSIBLE!*

AND, SPEAKING OF *SPIDEY*--JUST TO PROVE WE DIDN'T FORGET WHICH MAG THIS IS--LET'S VISIT ANOTHER SECTION OF TOWN--

MY *SPIDER-SENSE* IS STARTING TO *TINGLE!* SOMETHING'S IN THE WIND!

GOOD THING I HAVEN'T ANY *STUDYING* TO DO TONIGHT!

I'D BETTER SWING AROUND AND SEE WHAT'S DOING!

SPIDER-MAN! STOP! I DO HEREBY *COMMAND!*

WOW! I THOUGHT I'D HEARD ALL *KINDS* OF NUTTY BADDIES--BUT NEVER ONE WITH A BOOMING VOICE LIKE *THAT!*

HE SOUNDS LIKE A REFUGEE FROM A *SHAKESPEARE FESTIVAL!*

WELL, WOBBLE MY WEBS AND CALL ME SHAKY!

IT'S *GOLDILOCKS*--THE HIPPEST HAMMER IN THE WEST!

HEED MY WORDS, MASKED ONE! I BRING YOU A SUMMONS FROM THE *AVENGERS!*

THE *AVENGERS?!!*

YOU ARE ORDERED TO REPORT TO OUR HEADQUARTERS AS SOON AS POSSIBLE!

I HAVE SPOKEN!

YOU ARE TO BE OFFERED ONE OF THE *HIGHEST* OF HONORS--

--AN OPPORTUNITY TO BE TESTED FOR MEMBERSHIP IN--THE *MIGHTY AVENGERS!*

TESTED???!

IF ALL YOU GLAMOR-PANTS DON'T KNOW WHAT I CAN DO *YET*--!

EVERY CANDIDATE MUST SUBMIT TO A TRIAL! IT IS THE WAY OF THE AVENGERS!

BUT, I NEVER SAID I *WANTED* TO BE AN AVENGER!

I'VE ALWAYS BEEN A *LONER!*--

I'D BETTER *THINK* ABOUT IT FOR A WHILE!

IT HAS FALLEN TO *FEW* MEN TO BE *HONORED* IN SUCH A FASHION--

AND YET YOU *HESITATE*--YOU SEEM *UNCERTAIN!*

IN TRUTH, MASKED ONE--WHAT MANNER OF MAN *ART* THOU??

ARE YOU NOT AWARE OF THE *OBLIGATION* A SUPER-POWERED BEING HAS TO LESSER MORTALS!

ARE YOU NOT FAMILIAR WITH THE GLORIOUS *RECORD*--THE NOBLE *ACHIEVEMENTS*---WHICH ARE THE SHINING HERITAGE OF EARTH'S *MIGHTIEST FIGHTING TEAM.??*

HEY--TAKE IT EASY! COME UP FOR *AIR*, HELMET HEAD!

I FEEL LIKE A CAPTIVE AUDIENCE FOR A LATE SHOW *TV COMMERCIAL!*

PERHAPS YOU ARE *RIGHT!* I CANNOT EXPECT AN *OUTSIDER* TO SHARE MY OWN DEEP FEELINGS FOR THE AVENGERS!

THEREFORE, I SHALL TAKE MY *LEAVE*-- AND ALLOW YOU TIME TO *PONDER* THE MATTER!

WHEW! THAT'S A RELIEF!

I THOUGHT HE WAS GETTING SET TO ZERO ME IN WITH THAT *HAMMER* OF HIS!

BOY! HE SURE WHIPS UP A *STORM* WITH THAT THING!

YOU SHALL HAVE *24 HOURS* TO CONTACT US! SO *BE* IT!

SHEEESH! THAT KINDA TRAVEL HAS *WEB-SWINGIN'* BEAT A *MILE!*

FOR A GENT WHO TAKES HIMSELF SO *SERIOUSLY*, THAT *THOR* SEEMS LIKE AN ALL RIGHT JOE!

WELL, I'D BETTER SWITCH BACK TO *PETER PARKER* AND HEAD HOME! *AUNT MAY* WILL BE EXPECTING ME!

THUS, A THOUGHTFUL YOUTH ENTERS HIS AUNT'S MODEST FRAME HOME IN FOREST HILLS A FEW MINUTES LATER--

IF I *DID* BECOME AN AVENGER-- HOW WOULD IT AFFECT *AUNT MAY?*

PETER DEAR! I'M SO GLAD YOU'RE HOME EARLY!

HI, AUNT MAY!

I HAVE A LITTLE *FAVOR* TO ASK OF YOU!

SURE-- ANYTHING AT ALL!

DR. BROMWELL WANTS ME TO HAVE A NEW MEDICINE, BUT I DIDN'T FEEL QUITE UP TO WALKING TO THE DRUG STORE--

YOU *SHOULDN'T*, AUNT MAY--YOU'RE NOT SUPPOSED TO *EXERT* YOURSELF! LET *ME* HAVE THE PRESCRIPTION--*I'LL* GET IT!

HERE IT IS, PETER!

I JUST DON'T KNOW WHAT I'D EVER DO *WITHOUT* YOU, DEAR!

DO I HAVE THE *RIGHT* TO ALWAYS THINK OF *MYSELF* WHEN AUNT MAY NEEDS ME?

SHE'S OLD-- AND ILL-- AND I'M ALL THE *FAMILY* SHE'S GOT!

AND YET, IF I *DID* BECOME AN AVENGER--IT COULD MEAN A *NEW LIFE* FOR ME!

EVEN SOMEONE LIKE *JONAH JAMESON* WOULD HAVE TO TREAT ME ME WITH *RESPECT!*

RRRRRRR

BUT, AS A *LONER,* I CAN PICK MY SHOTS! NOBODY ORDERS ME AROUND!

NOBODY CAN SEND ME OUT ON A MISSION WHEN I SHOULD BE HOME *STUDYING,* OR LOOKING AFTER AUNT MAY!

I'LL HAVE YOUR PRESCRIPTION IN A FEW MINUTES, PETER!

TAKE YOUR TIME, MR. WILSON! I'VE A LOT OF *THINKING* TO DO!

IF AUNT MAY EVER LEARNED THAT I'M *SPIDER-MAN,* THE SHOCK MIGHT KILL HER!

AND, IF I JOIN THE *AVENGERS,* IT MIGHT BE HARDER THAN EVER TO KEEP MY SECRET--

--BECAUSE I'D BE MORE IN THE *PUBLIC EYE* THAN EVER!

RATS! WHO *NEEDED* A PROBLEM LIKE THIS?!!

JUST WHEN THINGS WERE BEGINNING TO *LOOK UP* FOR ME!

I FINALLY GOT MY *CYCLE--*

THE KIDS AT SCHOOL SEEM TO BE GETTING FRIENDLIER--

I THOUGHT I REALLY HAD IT *MADE!*

FINALLY--

THANK YOU, PETER!

BUT, YOU LOOK *TIRED,* DEAR!

'FRAID I *AM,* AUNT MAY!

I'LL GO TO MY *ROOM* FOR A WHILE!

BUT, ONCE THE DOOR CLOSES BEHIND HIM--

I CAN'T *FIGHT* IT ANY LONGER!

I'VE *GOT* TO FOLLOW MY OWN *DESTINY--*

--AND LET THE CHIPS FALL WHERE THEY MAY!

I MUST HAVE BEEN GIVEN MY SPIDER-POWER FOR A *REASON!*

THOR WAS *RIGHT!* I *DO* HAVE AN OBLIGATION--TO *MANKIND!*

EVEN *AUNT MAY* WOULD UNDERSTAND THAT--

--IF SHE *KNEW!*

AND SO, SECONDS LATER--

HERE'S THEIR *HEADQUARTERS--* THE TOWN HOUSE MANSION THAT MILLIONAIRE *TONY STARK* PROVIDES FOR THEM-- RENT FREE!

WHAT A *PLACE!*

THEY SURE KNOW HOW TO MAKE SUPER-HEROIN' *PAY OFF!*

WELL, HOLD EVERYTHING, WORLD-- HERE COMES *SPIDEY!*

AND THEN--A SCENE THAT SHALL LIVE FOREVER IN THE HEARTS AND MEMORIES OF SPIDOPHILES EVERYWHERE! THE FIRST OFFICIAL MEETING OF THE MIGHTY **AVENGERS**--AND YOUR FRIENDLY NEIGHBORHOOD WEB-SPINNER--!

WELCOME, SPIDER-MAN! AS **ACTING CHAIRMAN**, PRO TEM, FOR THIS MONTHLY SESSION, I GREET YOU IN THE NAME OF THE ASSEMBLED **AVENGERS**!

AND NOW, I'D LIKE TO INTRODUCE YOU TO THE **OTHERS** OF OUR TEAM!

IF HE CAN'T **RECOGNIZE** US BY SIGHT, CAP--THEN HE'S NOT THE MAN WE'RE **LOOKING** FOR!

NEEDLESS TO SAY, I'M **GOLIATH**! I WANT TO WISH YOU **LUCK** ON YOUR TRYOUT WITH US, FELLA--PERSONALLY, I HOPE YOU **MAKE** IT!

AND I'M SURE THE **WASP** ECHOES MY SENTIMENTS!

DON'T LAY IT ON **TOO THICK**, BLUE EYES! SPIDER-MAN WILL **NEVER** BE MY FAVORITE PERSON--BUT I'LL RESERVE JUDGEMENT TILL LATER!

THE NAME'S **HAWKEYE**, MISTER--AND AS FAR AS **I'M** CONCERNED, YOU'RE A **SHOO-IN** FOR APPROVAL!

WOW! YOU ALL SURE COME ON **STRONG**!

QUICKSILVER AND THE **SCARLET WITCH** COULDN'T BE WITH US TODAY, BUT THAT WON'T AFFECT OUR DECISION--

EVEN **WITHOUT** THEM WE HAVE A **QUORUM**, WHICH IS ALL WE NEED FOR OFFICIAL ACTIONS!

I BID YOU **WELCOME**, SPIDER-MAN!

WE MEET AS **STRANGERS**--

BUT, 'TIS MY HOPE WE SHALL SOON BECOME FIGHTING **ALLIES**!

OKAY, I'M READY FOR MY *TEST!* WHO DO I *FIGHT?*

START WITH *ME*, PAL! I'VE BEEN *HOPIN'* FOR SOME *ACTION* AROUND HERE!

EASY, FELLA! *HOLD IT*, HAWKEYE!

IT'S NOT *THAT* KIND OF TEST!

WHAT OTHER KIND OF TEST *IS* THERE TO JOIN A FIGHTING TEAM?

WE WERE JUST DISCUSSING THE SAME THING WHEN YOU ARRIVED!

WE HAVEN'T QUITE COME TO A DECISION *OURSELVES* YET!

THAT'S WHAT *HAPPENS* WHEN YOU TRY FOR A UNANIMOUS DECISION AMONG *SIX* INDEPENDENT THINKERS!

WELL? WADDA WE DO *NOW?*

OUR *FIRST* TASK IS TO SELECT THE PROPER *TEST!*

I DON'T *LIKE* IT, HANK! SPIDER-MAN IS STARTING TO LOOK *ANGRY!*

LOOK, WHY DON'T YOU STEP *OUT* OF THE ROOM FOR AWHILE?

WE'LL BE ABLE TO THINK UP A *TEST* FOR YOU *FASTER* IF YOU'RE NOT BREATHING DOWN OUR NECKS!

NOW *HOLD IT*, SHELL HEAD! I'M NOT SOME *NOBODY* WHO WALKED IN HERE, HAT IN HAND, FOR A *HANDOUT!* IF YOU DON'T *WANT* ME TO JOIN, *SAY* SO! I'LL PROMISE NOT TO *CRY!*

SILENCE, NEOPHYTE!

BLAST IT!! I'M SO WORRIED ABOUT *AUNT MAY*, I DID THE ONE THING I DIDN'T *WANT* TO--I LOST MY DUMB *TEMPER!*

I *TOLD* YOU HE COULDN'T BE *TRUSTED!*

LOOK HOW *FAST* HE STARTED TO *FLARE UP!*

SIMMER DOWN, NOW! *SIMMER DOWN!*

OH BOY! I SURE *DID* IT THAT TIME!

I BLEW THE *WHOLE BIT!*

LET ME EXPLAIN HOW *IMPORTANT* OUR TESTS ARE--!

THEIR PURPOSE IS TO DETERMINE YOUR *POWER*, YOUR *LOYALTY*, AND YOUR ABILITY TO THINK ON YOUR FEET--*FAST!*

IT *STILL* SOUNDS NUTTY! I'D MAKE AS GOOD AN AVENGER AS ANY ONE *HERE!*

OH *YEAH!??*

I'M THE ONE WHO WANTED TO VOTE YOU RIGHT IN!

BUT NO WEB-HEAD IS GONNA TRY TO PUT THE AVENGERS DOWN--NOT WHEN HAWKEYE'S AROUND!

MAYBE THIS IS THE TEST! MAYBE THEY WANT ME TO GET MAD!

WELL, IF THAT'S THE CASE --I SURE WON'T DISAPPOINT THEM!

DESIST!

WHIFF!

LOOK OUT!

THOR! ALL OF YOU-- LET 'IM ALONE!

BE CAREFUL-- STAY BACK!

DON'T FORGET HIS SPIDER'S STRENGTH!

DON'T GET RILED UP, MASKED MAN! C'MON, BREAK IT UP--YOU'RE WASTING TIME!

YOU HEARD WHAT HE SAID, SPIDEY!

I'M NOT SCARED OF YOU--!

JUST LET ME SLING AN ARROW--!

LOOKS LIKE YOU GUESSED WRONG, MR. PARKER!

LET 'IM GO, GOLIATH! HE'S MINE!

THIS CAN'T BE THE TEST! THEY ALL SEEM TOO SERIOUS ABOUT IT!

STAY BACK, HAWKEYE! HE'S A DOZEN TIMES STRONGER THAN YOU THINK!

NOW LOOK, LITTLE MAN! WE'VE BEEN PLENTY PATIENT WITH YOU--UP TILL NOW!

NEITHER YOUR TEMPER TANTRUM NOR YOUR UNDENIABLE STRENGTH CAN IMPRESS US!

COULD WE EVER TRUST ONE SUCH AS HE?!!

:UHHHH!:

THWAP!

IF ONLY HE WEREN'T SO EXCITABLE --SO HOT-TEMPERED!

HANDS OFF, YOU OVERGROWN CREEP! I DIDN'T COME HERE TO BE PUSHED AROUND--BY ANYONE!

HIT MY GUY HANK, WILL YOU? I'LL SHOW YOU--!

DON'T START SOMETHING YOU CAN'T FINISH, FELLA!

WASP! STAY OUT OF THIS!

BLIK!

I'LL BE GLAD TO STAY OUT OF IT---

HANK! STAY BACK--!

ONCE HE'S FELT MY WASP'S STING!

THAT SINKS IT!

STASP!

HE'LL STAY BACK ALL RIGHT, CAP...

AND YOU'LL HELP KEEP HIM THERE!

IT'S TIME FOR YOU GLORY-HOUNDS TO REALIZE YOU'RE NOT PLAYING AROUND WITH A CREAM PUFF!

THUMP!

SPIDEY... YOU'VE GOT A LOT MORE NERVE THAN SENSE!

MAYBE YOU'RE RIGHT, PAL!

I FORGOT WHAT WE'RE FIGHTING ABOUT!

DON'T TRY THAT AGAIN, MISTER.. NOT EVER!

OKAY, YOU'VE ALL LET OFF STEAM.. NOW BREAK IT UP!

IRON MAN'S RIGHT! LET'S SEPARATE THEM, THOR!

AY! TO BATTLE WITHOUT CAUSE IS FOLLY INDEED!

YOU HAVE PROVEN YOUR *COURAGE*... AND YOUR *SPIRIT!* NOW IT IS TIME FOR *TALK!*

YOU MEAN THE NEXT TEST IS A *DEBATE?*

DO NOT *MOCK* ME, NEWCOMER! SUCH ACTION IS MOST *UNWISE!*

WHILE WE WERE WALTZING AROUND, I THOUGHT OF A *TEST* FOR HIM!

THE *HULK'S* BEEN SEEN IN THE CITY!

THE *HULK?*

OF COURSE! IT'S *PERFECT!*

WHAT'S PERFECT?

WE'VE ALL BEEN TOO *BUSY* TO GO AFTER THE *HULK* OURSELVES! BUT, IF *YOU* CAN BRING HIM TO US..

IT WON'T BE AS EASY AS IT SOUNDS!

THAT WILL BE YOUR *TEST*, SPIDER-MAN

YOU MEAN ALL I'VE GOTTA DO IS DRAG THE *HULK* BACK HERE...AND I BECOME AN *AVENGER?*

THAT'S A LOT TO *ASK* OF ONE JOE.. EVEN *SPIDER-MAN!*

YOU *KNOW* IT!

HE'S SURE TO *FAIL!*

THE *HULK* IS THE STRONGEST KNOWN MORTAL ON THE FACE OF THE EARTH!

YOU'RE NOT EXPECTED TO *OVER-POWER* HIM --- MERELY FIND *SOME WAY* TO BRING HIM *TO US!*

SHUCKS! I THOUGHT YOU WERE GONNA ASK ME SOMETHING *HARD!*

JUST AIR OUT HIS *CAGE*, DAD.. I'LL BRING HIM BACK PURRING LIKE A KITTEN!

BUT, REMEMBER HIS MATCHLESS *STRENGTH*...

DON'T WORRY! I'LL TIE SOME *WEBBING* 'ROUND MY FINGER!

FROM WHAT I KNOW OF OL' GREEN SKIN, I SHOULDN'T HAVE *TOO* MUCH TROUBLE!

IF HE'S AS *DUMB* AS I'VE HEARD, I'LL FIGURE *SOME* WAY TO TRICK HIM INTO DEFEAT!

PROMISE NOT TO *LEAN ON* 'IM TOO HARD WHEN I BRING HIM BACK, GROUP!

SAY, THAT'S *RIGHT!* WE DIDN'T SAY WHY WE *WANT* THE HULK!

WAIT! WE'LL EXPLAIN OUR *OBJECTIVES..!*

TOO LATE, CAP! HE DOESN'T *HEAR* YOU FROM THERE!

WE CAN EXPLAIN *LATER!*

I DO PROCLAIM THAT THE TEST IS *BEGUN!*

MINUTES LATER...

EVEN WITH *SPIDER SENSE*, THIS IS A *BIG* CITY TO COVER!

BUT, WHEREVER HE'S HOLED UP... IT'S NOT AROUND *HERE!*

IF *I* WERE THE HULK, I'D HAVE SKIPPED TOWN BY NOW!

'SPECIALLY WITH THE *AVENGERS* AFTER ME!

FINALLY, *HOURS* LATER...

WEB-SWINGING SURE IS *THIRSTY* WORK!

BUT I CAN'T GO TO A *SODA FOUNTAIN* IN THIS GET-UP!

SO INSTEAD, I'LL JUST VISIT AN OLD BUDDY-BOY OF MINE...!

HI, THERE, CHUCKLES! WHAT THE GOOD WORD?

THAT *VOICE...!!*

THE VOICE I HATE *MOST* IN THE WHOLE ROTTEN *WORLD!*

PLEASE... DON'T EMBARRASS ME WITH A 21-GUN SALUTE, OR A BRASS BAND!

YOU WALL-CRAWLING WEB-HEAD!! GET *OUT* OF MY OFFICE!!

JUST PRETEND I'M NOT EVEN *HERE!*

ARE YOU TRYING TO *TELL* ME SOMETHING?

POLICE!! I WANT THE *POLICE!!*

NO, CONSARN IT... I DON'T KNOW *WHAT* THEIR PROPER *AREA CODE NUMBER* IS..!!

MMMMM... THIS JUST HITS THE SPOT!

BLAST IT... I'VE GOT *SPIDER-MAN* IN HERE!

NO! I DON'T *WANT* THE THE NUMBER OF AN *EXTER-MINATOR!*

J.J.! A FLASH JUST CAME OVER THE NEWS WIRE! THE *HULK'S* BEEN SPOTTED NEAR THE DOWN-TOWN *GAMMA RAY RESEARCH CENTER!*

WELL? WHAT ARE YOU *WAITING* FOR? *GET THE STORY!!*

JUST WHAT I WANTED TO *KNOW!*

MAYBE MY LUCK'S BEGINNING TO *CHANGE!*

HOPE JONAH WON'T MIND ME LEAVING WITHOUT A FOND *FAREWELL!*

I KNOW HOW *SENTIMENTAL* HE IS!

IF YOU COME BACK EMPTY-HANDED, FOSWELL, I'LL *DEMOLISH* YOU!! *MOVE,* BLAST IT!

I'M ON MY WAY, J.J.!

POOR FOSWELL! USING A *TAXI* INSTEAD OF A *WEB*, HE WON'T GET HERE FOR ANOTHER FIFTEEN MINUTES!

UH OH! THE OL' *SPIDEY SENSE* IS STARTING TO TINGLE!

THAT MEANS *DANGER* SOMEWHERE BELOW!

THE CLOSER I GET TO THIS *ALLEY* BETWEEN THE LAB BUILDINGS, THE STRONGER I *FEEL* IT!

LOOKS LIKE I FINALLY *FOUND* MY PIGEON!

GAMMA RAY RESEARCH CENTER

THERE HE *IS!*

HI, HULKY BOY! LONG TIME NO SEE!

HE DOESN'T SEEM TO *REMEMBER* ME!*

*STAY AWAY--- FROM *HULK!*

SORRY, BIG MAN! YOU'RE COMING *WITH* ME!

*HOW ABOUT *YOU*, TIGER? REMEMBER WHEN THEY MET IN *SPIDEY #10*? --- STOICAL STAN.

HULK GOES WITH *NO ONE..!*

R-R-R-A-K-K-K-K!

HE'S TEARING THE *WALL* FROM THAT BUILDING.. LIKE PEELING A *GRAPE!!*

I'VE GOTTA *MOVE..* AND *FAST..!!*

*WHEW! SPIDEY-SPEED.. I *LOVE* YOU!

B-O-O-O-M!

HE'S COMING AT ME!

IF I CAN TIME THIS RIGHT, HE'LL SMASH INTO THE IRON BARS BEHIND ME!

I DID IT!

THAT'LL SLOW HIM UP FOR A WHILE--!

SPKOW!

OH, SPIDEY! HOW WRONG CAN YOU BE?!!

HE PLOWED RIGHT THRU THEM!

WHAT CAN IT FEEL LIKE TO BE THAT STRONG?

TO HIM, THE WHOLE WORLD MUST SEEM TO BE MADE OF PAPIER MACHE!

BUT, ANYONE CAN BE BEATEN-- IF YOU FIND HIS WEAK SPOT!

UGH!

UHHH THE ONLY TROUBLE IS--

THIS BOZO--DOESN'T HAVE--A--WEAK SPOT--!!

OKAY NOW-- LEGGO!

THEY MAY NOT BE MUCH--

BUT THEY'RE THE ONLY RIBS I'VE GOT!

FFTAK TAK!

WHY DO YOU FIGHT HULK??

SAME AS EVERYONE ELSE-- EVERYONE CHASES-- ATTACKS-- TRIES TO KILL ME!

HE'S GOT A POINT THERE! HE CERTAINLY DIDN'T COME LOOKING FOR ME!

MY DOUBLE KARATE CHOPS DIDN'T EVEN HURT HIM!! HE TOSSED ME AWAY LIKE I'D BRUSH OFF A MOSQUITO!

NOW, HOW DO I EXPLAIN THAT THIS IS NOTHING PERSONAL--

--I'M JUST TRYING TO PASS A TEST!

BTAM!

HULK THRU RUNNING! NOW I FIGHT BACK!

WOW! EVEN THE BREEZE FROM THAT ONE WOULD HAVE FINISHED ALMOST ANYONE ELSE!!

DANGER GAMMA RAY TESTING DEVICES

BROK

HULK! GET AWAY! YOU'VE BROKEN THRU THE GAMMA RAY SHIELDING WALL!

YOU'RE BEING BATHED WITH GAMMA RADIATION--!!

BUT, A SPLIT-SECOND LATER-- BEFORE SPIDEY'S STARTLED EYES--

I'M CHANGING!! CAN'T-- STOP MYSELF--

IT'S THE GAMMA RAYS-- THEY-- DID IT--!

HOLY WOBBLIN' WEBS!! WHO ARE YOU??

WHAT'S THE DIFFERENCE? I WON'T REMAIN THIS WAY LONG ENOUGH FOR IT TO MATTER!

BUT, JUST FOR THE RECORD--THE NAME IS BANNER--DR. BRUCE BANNER!

I'VE HEARD OF YOU YOU'RE ONE OF THE TOP ATOMIC SCIENTISTS IN THE WESTERN WORLD!

BUT, I DON'T GET IT!! HOW? WHY--??

IT WAS AN ACCIDENT--LONG AGO--

I WAS WORKING ON GAMMA RAYS --CAUGHT IN BLAST--TURNED ME INTO--HULK!

I KEEP CHANGING--BACK AND FORTH--CAN'T CONTROL IT! TRY NOT TO CAUSE HARM--BUT--NIGHTMARE NEVER ENDS--!

HE'S NOT PUTTING ME ON! HE MEANS IT!

IT'S LIKE--JEKYLL AND HYDE!

HE'S NOT REALLY BAD! THE GREAT DR. BANNER JUST COULDN'T BE!

WHEN I WAS--THE HULK--WHY DIDN'T YOU DESTROY ME?? IT WOULD HAVE BEEN--BEST--FOR EVERYONE --IF YOU HAD--!

DESTROY YOU? I WAS LUCKY YOU DIDN'T MAKE MINCEMEAT OUT OF ME!

THE AVENGERS? I-I DON'T KNOW--

BUT TELL ME--WHY DO THE AVENGERS WANT YOU?

WHEN I CHANGE--FROM ONE IDENTITY TO THE OTHER--MY MEMORY IS HAZY--HARD TO PICK UP THE PIECES--

IT FIGURES!

I DON'T GET IT! DOC BANNER NEEDS HELP--NOT PUNISHMENT!

I-I'M STARTING TO CHANGE AGAIN! RUN--WHILE YOU CAN--!

WHY DIDN'T THOSE COSTUMED CHARACTERS SEND ME AFTER SOMEONE REALLY BAD?

HURRY!! I-I CAN'T CONTROL MY ACTIONS--WHEN I BECOME--THE HULK--!

DR. BANNER--!

NO--YOU'RE NOT DR. BANNER--ANYMORE!

RUN!! MY FULL STRENGTH ISN'T REACHED--FOR FIRST FEW MINUTES--!!

AND THEN--I--I--I AM--THE HULK!!

HAH! WEAKLING BANNER--IS GONE! ONLY HULK REMAINS!!

NOW'S MY *CHANCE!* HE TOLD ME *HIMSELF* THAT HE DOESN'T ATTAIN HIS *FULL* STRENGTH FOR MINUTES AFTER HIS CHANGE!

IF I CAN MOVE *FAST* ENOUGH--HIT *HARD* ENOUGH--I'LL *GET* HIM!

THKOW

I *DID* IT! I STAGGERED THE *HULK!!*

NOW, IF I CAN GET MY *THICKEST* WEBBING AROUND HIM--!

WHEN I *DOUBLE* IT ENOUGH, IT *SHOULD* BE ABLE TO HOLD A CHARGING *BULL ELEPHANT!*

BUT--THE WAY HE'S *LOOKING* AT ME! LIKE A WOUNDED *BEAST*--NOT KNOWING WHY HE'S BEEN HUNTED --OR HURT--!

BURIED SOMEWHERE INSIDE THAT CLOUDED BRAIN IS ONE OF THE GREATEST *INTELLECTS* OF OUR TIME!

A MAN LIKE *DR. BANNER* DESERVES SOMETHING BETTER-- THAN *THIS*--!

I CAN'T DO IT! I *CAN'T* TURN HIM OVER TO THE *AVENGERS!*

MAYBE I'M *WRONG!* MAYBE HE *SHOULD* BE THEIR CAPTIVE! BUT, THERE'S MORE TO THIS POOR, TORTURED BEING THAN MEETS THE EYE--!

AND I'M NOT PUTTING *MYSELF* UP AS JUDGE AND JURY!

NO ONE TIES UP *HULK!*

I'M SETTING HIM *FREE!*

UH OH! HE'S STARTING TO *STRUGGLE*--!

I DIDN'T *HAVE* TO UNTIE HIM!! HIS STRENGTH *RETURNED!* HE BUSTED MY WEBBING LIKE IT WASN'T *THERE!!*

HULK MUST BE *FREE!*

KTAK!

NOTHING STOPS HULK!! NOTHING!

-UNHHH!- AND I'M NOT ABOUT TO ARGUE WITH THOSE SENTIMENTS!

I MEAN NOTHING TO HIM! HE'S FORGOTTEN ME ALREADY!

HIS BRAIN HAS HAS NO ROOM FOR VILLAINY --HE'S DAZED--CONFUSED --LIKE A CHILD IN THE DARK!

HE NEEDS HELP--NOT HATRED! UNDERSTANDING--NOT PUNISHMENT!

I COULDN'T STOMACH MYSELF IF I KEPT HOUNDING THAT POOR, TORTURED SOUL!

A SHORT TIME LATER, AT THE AVENGERS HQ...

WE SHOULD HAVE HEARD FROM SPIDER-MAN BY NOW!

YES! I WOULDN'T THINK THE HULK WOULD BE THAT HARD TO FIND!

PERHAPS THE HULK BEAT HIM!

WISHFUL THINKING, HONEY! SPIDEY'S TOO SMART!

HOW LONG HAS IT BEEN?

WE WILL WAIT ONE HOUR LONGER!

IT'S POSSIBLE THAT HE FAILED, AND DOESN'T WANT TO FACE US--

FORGET IT, CAP! THERE HE IS NOW!

WHERE'S THE HULK? WHAT HAPPENED?

LOOKS LIKE NO SHOW TO ME!

HE'S NOT COMING IN!

WAIT! WHERE ARE YOU GOING?

LOOKS LIKE YOU GENTS'LL HAVE TO DO YOUR AVENGING WITHOUT ME!

I COULDN'T EVEN FIND THAT BIG GREEN GLOOP!

SO, THIS IS YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN SIGNING OFF FOR NOW!

I WOULDN'T HAVE *BELIEVED* IT! AND--HE TOOK HIS FAILURE SO *LIGHTLY!*

I FEEL THERE IS *MORE* TO THIS THAN MEETS THE EYE!

MUCH AS I DETEST *SPIDERS,* I-- I FEEL STRANGELY *DISAPPOINTED!*

I'LL *NEVER* UNDERSTAND FEMALES!

IT'S A TOUGH DEAL ALL AROUND! WE WANTED TO FIND THE HULK IN ORDER TO *HELP* HIM! I HAVE A FEELING THE POOR BRUTE *NEEDS* US!

MAYBE SPIDEY *ISN'T* ALL HE'S CRACKED UP TO BE--LIKE *JONAH JAMESON'S* PAPER SAYS!

I COULD HAVE PASSED THE TEST *EASILY!*

WITH MY SUPERIOR *SPEED,* I COULD HAVE KEPT *TAUNTING* THE HULK, UNTIL HE FOLLOWED ME STRAIGHT BACK TO *AVENGERS HQ!*

BUT I *COULDN'T* MAKE MYSELF *DO* IT!

IT WOULD HAVE BEEN LIKE LEADING A DUMB ANIMAL TO THE SLAUGHTER!

IT'S FUNNY! I *WANTED* TO BE AN AVENGER! WANTED IT SO BAD I COULD *TASTE* IT!

AND YET--I DELIBERATELY *FUMBLED* THE BALL!

WELL, MAYBE IT WAS JUST *FATE'S* WAY OF SAYING SPIDER-MAN WAS CUT OUT TO BE-- A *LONER!*

AND, PERHAPS IN A WAY IT'S *BEST* THAT PETER PARKER *DOESN'T* SUSPECT THE TRUTH--THAT HE DOESN'T KNOW THE *AVENGERS* WANTED TO *HELP* THE HULK--AS MUCH AS HE *HIMSELF* DID--!

DO YOU *FEEL* ALL RIGHT, PETER, DEAR? WOULD YOU LIKE A GLASS OF WARM MILK?

NO, THANKS, AUNT MAY--I'M FINE! JUST A LITTLE-- TIRED--THAT'S ALL!

ONE OF THE WORLD'S GREATEST FIGHTING TEAMS-- AND I THREW AWAY A CHANCE TO BE *PART* OF IT!

WHY DOES NOTHING SEEM TO WORK OUT *RIGHT* FOR ME? EVEN WHEN I *WIN*--I LOSE!

BUT, I'LL KEEP TELLING MYSELF THAT IT ALL WORKED OUT FOR THE BEST--!

AND, MAYBE SOME DAY--

--I MIGHT EVEN *BELIEVE* IT!

End

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. | 44 JAN

"WHERE CRAWLS THE LIZARD!"

THE AMAZING SPIDER-MAN!

"WHERE CRAWLS THE LIZARD!"

GUESS WHAT? PETEY'S EVER-LOVIN' *AUNT MAY* IS ACTUALLY GONNA TAKE A *VACATION!* BUT, AS HER DOTING NEPHEW WALKS HER TO THE TRAIN, A FRIGHTFUL *TRANSFORMATION* SEEMS TO BE IN THE OFFING --- JUST A STONE'S THROW AWAY---!

NOW STOP WORRY-ING ABOUT THE *EXPENSE*, AUNT MAY! THE TRAVEL AGENT SAID WE COULD SEND YOU NOW AND PAY *LATER!*

DOC BROMWELL SAID A FEW WEEKS AT THE SEA SHORE WILL HAVE YOU SKIPPING AROUND LIKE A SUPER-HERO IN *NO* TIME!

BUT YOU TOOK YOUR *LAST* THIRTY DOLLARS FOR THE DOWN PAYMENT ON THIS TRIP, PETER!

AWW, I'LL SELL SOME MORE *NEWS PIX* TO JOLLY JONAH AND *DOUBLE* THAT AMOUNT BEFORE YOU RETURN!

I *HOPE!*

MARTHA'S TRAIN SHOULD BE ARRIVING FROM *FLORIDA* ANY MINUTE NOW! I CAN'T WAIT TO SEE HER... AND LITTLE *BILLY* AGAIN! HE MUST BE--- *WAIT!*

MY HAND! IT'S TURNING *GREEN*--- GETTING *SCALY*-- LIKE--LIKE A *LIZARD'S!*

NO! *NO!* IT *CAN'T* BE HAPPENING TO ME *AGAIN!* IT *MUSTN'T!* NOT *NOW!* NOT WHEN I'M ABOUT TO SEE MY *WIFE*.. AND MY *SON!*

IT'S *MAD*-- *INSANE!* THERE'S NO *REASON* FOR IT! *NO REASON*--!

STORY: *SMILIN' STAN LEE*
ILLUSTRATION: *JAZZY JOHN ROMITA*
LETTERING: *SWINGIN' SAM ROSEN*
LUGGAGE: *HONEST IRVING FORBUSH*

BUT THEN, SECONDS LATER...

IT'S *SUBSIDING* AGAIN... GETTING BACK TO *NORMAL!*

PERHAPS I JUST *IMAGINED* IT... IN THE EXCITEMENT OF WAITING FOR MARTHA AND BILLY!

AND YET... I'VE FELT *STRANGE*... EVER SINCE I HELPED *SPIDER-MAN* CREATE A POTION TO DEFEAT THE *RHINO!**

THAT *POTION!* WHY DIDN'T I THINK OF IT *BEFORE?*

* JUST LAST ISH! IF YOU FORGOT, SHAME ON YOU! -- STERN STAN.

THE POTION WAS CREATED OF CERTAIN INGREDIENTS WHICH WERE *ALSO* USED IN THE FORMULA WHICH YEARS AGO TURNED ME INTO... THE *LIZARD!*

CAN IT BE THAT THE SIMPLE ACT OF *HANDLING* THE POTION... OF INHALING ITS *FUMES*... HAS ACTUALLY TRIGGERED THAT DREADFUL REACTION IN MY BODY *AGAIN?*

IF SO... IT MEANS THAT I MIGHT CHANGE BACK TO THE *LIZARD* AT ANY MOMENT.. JUST AS *DANGEROUS*... JUST AS *DEADLY*... AS EVER BEFORE!

GOSH! I COULD HAVE *SWORN* I SAW *CURT CONNORS* BEHIND THAT PILLAR!

PETER, DEAR... ARE YOU *SURE* YOU'LL BE ALL RIGHT WITH ME *GONE?* WILL YOU GET TO BED *EARLY* AT NIGHT... AND EAT PLENTY OF *VEGETABLES?*

SURE, AUNT MAY! DON'T YOU WORRY ABOUT A *THING!* I'LL TAKE MY *VITAMIN PILLS* AND STAY OUT OF DRAFTS AND *EVERYTHING!*

AS FOR *YOU,* YOUNG LADY... REMEMBER.. NO *FOOTBALL PRACTICE* OR *KARATE LESSONS!* AT LEAST NOT FOR THE FIRST FEW DAYS!

OH, PETER! HERE I AM... *DESERTING* YOU... LEAVING YOU ALONE, WITH NO ONE TO LOOK *AFTER* YOU... AND YOU'RE TAKING IT WITHOUT A *WHIMPER!*

YOU'RE THE MOST *WONDERFUL* NEPHEW ANY WOMAN EVER HAD!

:HONK!:

MEANWHILE, AT A NEARBY TRACK, WE FIND...

GOLLY, MOM... DO YOU THINK DAD'LL TAKE ME TO SEE THE *JETS?*

I'M *SURE* HE WILL, BILLY! BUT... I WONDER WHERE HE *IS?* I WAS HOPING HE'D BE *WAITING* FOR US!

MAYBE HE'S *HIDING*.. TO *SURPRISE* US... LIKE HE USED TO DO WHEN I WAS *LITTLE!*

CAN SOMETHING HAVE *HAPPENED* TO HIM?

I DON'T WANT TO WORRY BILLY, BUT CURT IS *NEVER* LATE... UNLESS..

NO! I WON'T EVEN *THINK* OF IT! IT *CAN'T* BE!

AND, JUST A FEW FEET AWAY... CONCEALED BEHIND A SHADOWY ARCH...

I *WASN'T* IMAGINING IT! MY.. MY *RIGHT ARM* IS TINGLING... JUST AS IT DID... THE *LAST* TIME?

THAT'S HOW IT ALL *STARTED*... I THOUGHT I COULD *RE-GROW* MY ARM... LIKE SOME OF THE LOWER ORDER *REPTILES* DO... BY DRINKING A *SERUM* EXTRACTED FROM EXPERIMENTAL *LIZARDS!*

BUT, I DIDN'T *REALIZE* THAT THE SAME SERUM THAT ENABLED ME TO GROW A NEW *ARM,* WOULD ALSO *CHANGE* ME.. INTO A HUMAN *LIZARD!**

* DON'T TAKE *OUR* WORD FOR IT! CHECK WITH ISH #6! -- *SCRUPULOUS STAN*

IN FACT, IF SPIDER-MAN HADN'T SAVED ME BY GIVING ME THAT ANTIDOTE, I'D--OH-- NO!!

MY HAND! IT'S TURNED SCALY AND GREEN AGAIN! BUT---THIS TIME---THERE'S NO DOUBT---

SO ALARMED--- SO STRICKEN WITH SHOCK IS HE---THAT DR. CURTIS CONNORS MOMENTARILY FORGETS HIS EFFORT TO CONCEAL HIMSELF! HENCE, AT THAT MOMENT---

MOM---LOOK! IT'S HIM! IT'S DAD! OVER THERE! I SEE HIM!

OH, THANK HEAVEN! HE'S ALL RIGHT!

WHERE, BILLY? WHERE IS HE? SHOW ME--!

HE'S RIGHT OVER TH--- MOM! HE'S RUNNING AWAY! HE'S DISAPPEARING INTO THE CROWD!

BILLY SAW ME!

I CAN'T FACE THEM LIKE THIS! I'VE GOT TO RUN--- GOT TO HIDE! GOT TO GET AWAY--!

SAY! WATCH WHERE YOU'RE GOING!

IF I DON'T GET OUT OF HERE IN TIME--- NOBODY WILL BE SAFE!

THAT MAN MUST BE MAD--!

---BULLING HIS WAY THROUGH A CROWD LIKE THAT!

LOOK OUT, MAC! WHAT DO YOU THINK YOU'RE DOING?!!

SOMEBODY STOP HIM! MAYBE HE'S A FUGITIVE--- FLEEING THE LAW!

THE FOOLS! THEY DON'T REALIZE I'M TRYING TO SAVE THEIR LIVES! I'M TURNING INTO THE LIZARD FASTER THAN EVER NOW!

I'VE GOT TO REACH THE TRAIN TUNNEL--- WHILE THERE'S STILL TIME!

CRASH!

SPIDER-MAN HELPED ME IN THE PAST! IF ONLY I KNEW WHERE TO FIND HIM AGAIN! BUT--- I DON'T! NOBODY KNOWS WHERE HE IS---OR WHO HE IS!

THE CHANGE IS SPEEDING UP NOW! IT'S GETTING HARDER TO THINK CLEARLY! EVERYTHING GETTING HAZY--- SHADOWY--- CAN'T REMEMBER--- WHERE I'M RUNNING TO--!

MARTHA! BILLY! WANTED TO SEE THEM--- HOLD THEM IN MY ARMS! BUT NOW--- IT DOESN'T SEEM TO MATTER ---NOW--- NOTHING MATTERS--!

THAT MAN--- RUNNING INTO THE TUNNEL!

STOP! COME BACK! YOU CAN'T GO THERE! COME BACK!

SOMEBODY CALL THE POLICE!

NOTHING EXCEPT ESCAPE! NO ONE MUST FIND ME--- NO ONE MUST GET ME! I MUST BE FREE!

THERE'S ONLY *ONE* REASON WHY HE'D HAVE RUN AWAY! ONE TERRIBLE ... *UNTHINKABLE* REASON!

BUT, I MUST KEEP IT FROM *BILLY!* HE MUST NEVER GO THROUGH THAT *AGAIN!*

MOM! WHAT *IS* IT? WHAT'S *WRONG?* WHY DID DAD RUN *AWAY* FROM US?

HE *DIDN'T*, DEAR! IT *WASN'T* YOUR FATHER! WE...MUST HAVE BEEN.. *MISTAKEN!*

AND, EVEN AS THE OVERWROUGHT WOMAN PONDERS HER NEXT MOVE...

MY *RIGHT ARM*...IT'S GROWN *BACK* AGAIN!

AND I HAVE MY *LIZARD'S TAIL* ONCE MORE!

I'M NO LONGER A WEAK, POWER-LESS *HUMAN*..!

THE LIZARD LIVES AGAIN!

AND *THIS* TIME NO ACCURSED *SPIDER-MAN* WILL BE ABLE TO WRECK MY *MASTER PLAN!*

I'M THE *STRONGEST*... MOST *DANGEROUS* BEING ON EARTH! BEFORE I'M THROUGH, I'LL BE THE MOST *FEARED* OF ALL! *NO ONE CAN STOP ME!*

WITH THE UNIMAGINABLE *POWER* I NOW POSSESS, I CAN DO *ANYTHING!*

NOTHING CAN STAND IN MY WAY! NOTHING CAN MATCH THE SUPREME POWER OF...THE *LIZARD!*

THROOM!

I'LL NEED A *LAIR* OF MY OWN... AND I'LL *FIND* ONE... BEHIND THIS TUNNEL WALL!

PERFECT! THE IDEAL PLACE FOR THE WORLD'S GREATEST *REPTILE*... A MAZE OF HIDDEN, UNDERGROUND *PIPES!*

IN SUCH AN ATMOSPHERE, WHAT PERFECT *PLANS* I CAN CREATE.. FOR THE DOWNFALL OF THE ENTIRE HUMAN RACE!

AND ESPECIALLY FOR THE DOWNFALL OF MY GREATEST ENEMY... THE MASKED *SPIDER-MAN!*

AND, SPEAKING OF SPIDEY...

REMEMBER, DEAR... IF YOU *NEED* ANYTHING, CALL MY FRIEND, *MRS. WATSON!* DRINK PLENTY OF MILK... DON'T NEGLECT YOUR STUDIES... AND BE SURE TO GET A *HAIRCUT!*

AND *YOU* BE SURE TO HAVE A GREAT TIME, AUNT MAY! *I'LL* BE OKAY, HERE.. SO DON'T WORRY ABOUT A *THING!*

DON'T FORGET... THE DOCTOR SAID YOU'RE TO HAVE PLENTY OF *REST!* SO NO *PUSH-UPS* FOR THE NEXT TWO WEEKS!

HONESTLY, PETER PARKER... YOU'RE SIMPLY A *CAUTION!*

NOW BE A REAL PUSSYWILLOW TILL I GET BACK!

AUNT MAY... FOR THE ZILLIONTH TIME... YOU MEAN *PUSSYCAT!*

AND DON'T FORGET TO WATER THE PLANTS... AND TURN OFF THE HALL LIGHT WHEN YOU GO TO SLEEP...

OH, DEAR! THE TRAIN IS *MOVING!*

GET LOTS OF *REST,* HEAR?

GO EASY ON THE *WATUSI!*

I'LL WRITE TO YOU EVERY DAY, PETER!

WHEW! I HAD TO KEEP *KIDDING* HER... OR SHE MIGHT HAVE CHANGED HER MIND ABOUT *GOING* AT THE LAST MINUTE!

DOC BROMWELL SAID SHE *HAD* TO HAVE THIS VACATION... BECAUSE SHE'S SO RUN-DOWN!

BUT IF ONLY I COULD CONVINCE HER NOT TO *WORRY* ABOUT ME SO! IF SHE ONLY *KNEW* THAT... *SAY!*

DON'T WORRY, BILLY! WE'LL FIND HIM... SOME HOW..!

THAT'S *MRS. CONNORS*... THE *DOC'S* WIFE! THEN IT *WAS* HIM I SAW! BUT... SHE'S IN *TEARS!*

I DON'T KNOW WHAT'S *WRONG* BUT SOMETHING TELLS ME I'D BETTER FIND *OUT!*

MOM... WHAT'LL WE *DO!* WHERE'LL WE *GO?*

SHE DOESN'T *KNOW* PETER PARKER.. BUT SHE MET ME AS *SPIDER-MAN* DURING MY BATTLE WITH THE LIZARD!

AND IT LOOKS TO ME AS THOUGH IT'S TIME FOR MRS. CONNORS TO MEET SPIDEY *AGAIN!*

THAT LADY CAN USE A *FRIEND!*

FINDING THE NEAREST PHONE BOOTH OCCUPIED, OUR HERO MAKES A QUICK CHANGE HIGH ABOVE THE RAFTERS ... AND THEN ...

WELCOME TO THE BIG TOWN, MRS. CONNORS!

LOOK! IT'S *SPIDER-MAN!*

THANK GOOD-NESS! HE'S THE ONLY ONE I CAN *TURN* TO!

I HAPPENED TO BE SWINGING BY AND RECOGNIZED YOU! YOU LOOK *UPSET*... IS THERE ANYTHING I CAN *DO?*

I DON'T *KNOW!* IT'S MY HUSBAND... CURTIS! HE WAS TO HAVE *MET* US HERE ON OUR ARRIVAL! BUT, THERE'S NO *TRACE* OF HIM!

DO YOU *ALWAYS* SWING THROUGH PENN STATION LIKE THIS??

IT DEPENDS, BILLY! SOME-TIMES I BUZZ THE *BUS TERMINAL* OR ZERO IN ON THE *AIRPORT!*

BILLY DEAR.. GO GET SOME SODA POP WHILE I TALK TO SPIDER-MAN!

AWW, MOM! I WANNA TALK TO HIM..!

PLEASE, DEAR! IT'S IMPORTANT!

HE SURE HAS *GROWN* SINCE LAST TIME!

NOW, SUPPOSE YOU TELL ME WHAT THE *PROBLEM* IS, MRS. CONNORS! HAS IT ANYTHING TO DO WITH ... YOUR *HUSBAND?*

I DON'T KNOW HOW TO *SAY* IT! BILLY AND I *SAW* HIM HERE! BUT, WHEN HE SAW *US*... HE TURNED IN PANIC, AND LOST HIMSELF IN THE CROWD!

STRANGE... I THOUGHT *I* HAD SEEN HIM EARLIER, TOO!

BUT, HE *LOVES* YOU... AND BILLY! WHY WOULD HE HAVE *RUN* FROM YOU?

I'VE BEEN ASKING MYSELF THE *SAME* QUESTION ... AND I'M AFRAID TO EVEN *THINK* OF THE ANSWER!

FOR, *YOU* KNOW... AS WELL AS *I*... WHAT THE ONLY ANSWER CAN *BE!*

WHAT IF HE'S *CHANGING* AGAIN... BACK TO... THE *LIZARD??*

YOU MANAGED TO SAVE HIM *ONCE*... BY A *MIRACLE!* BUT, IF IT HAPPENS *AGAIN*... HE'LL BE WISER... MORE CAUTIOUS... MORE DEADLY THAN *EVER!*

I HOPE OUR SUSPICIONS ARE *WRONG!* BUT... WE CAN'T AFFORD TO TAKE ANY CHANCES! WHICH WAY DID HE *GO?*

RIGHT *THERE!* HE SEEMED TO BE HEADING FOR THAT *TUNNEL!*

THAT'S ALL I WANTED TO *KNOW!*

AND THEN...

WAIT *HERE!* I'LL BE BACK SOON AS I *CAN!*

PLEASE ...BE *CARE-FUL!*

MOM! WHAT *HAPPENED?* WHERE'S HE *GOING?*

IF THE LIZARD GOT TOO MUCH OF A START, I'LL *NEVER* PICK UP HIS TRAIL NOW!

NO SIGN OF HIM *SO* FAR!

AND THAT MAY BE MIGHTY *LUCKY* FOR MRS. PARKER'S FAVORITE NEPHEW!

BECAUSE IF HE *IS* THE *LIZARD* AGAIN... THERE'S NO GUARANTEE I CAN *TAKE* HIM!

AND, WHILE I WAS SNOOPING AROUND THE SWAMPS... HE *GRABBED* ME!

I REMEMBER OUR *FIRST* ENCOUNTER... I HAD GONE TO FLORIDA TO INVESTIGATE REPORTS OF A MAN-LIKE LIZARD TERRORIZING THE SWAMPLAND!

"THAT WAS *ONE* FIGHT THAT ALMOST ENDED BEFORE IT BEGAN! HE WAS EASILY AS STRONG AS I... AND ALMOST MANAGED TO HOLD ME UNDER TILL I DROWNED!"

"I HAD FOUGHT TOUGH FOES *BEFORE*, BUT THE LIZARD WAS *TOO MUCH...!*"

"BUT, WHEN I FINALLY FOUGHT MY WAY TO THE SURFACE, EVERY-THING DIDN'T EXACTLY COME UP *ROSES* THEN EITHER...

STRANGE... HE DOESN'T SEEM TO BE WEARING A *DISGUISE!* THAT GROTESQUE FORM IS REALLY... *HIM!*

"BUT, THE MOST FRIGHTENING THING OF ALL WAS THE LIZARD'S INSANE MASTER PLAN...!"

HE INTENDS TO DROP HIS *SERUM* IN THE SWAMP WATER!!

BEFORE THE DAY IS OUT HE'LL CONTROL AN ARMY OF *MILLIONS* OF DEADLY, *GIANT LIZARDS!*

THERE ARE MORE *REPTILES* ON EARTH THAN *HUMANS!*

WHEN MY ARMY STARTS *MULTIPLY-ING*, MANKIND WON'T HAVE A *CHANCE!* THE *LIZARDS* WILL TAKE OVER THE *WORLD!*

"AND, IT MIGHT HAVE *HAPPENED*.. IF I HADN'T MANAGED TO FORCE HIM TO SWALLOW THE *ANTI-DOTE* BEFORE HE COULD REACH THE SWAMP WATER!"

"THEN, HE TURNED BACK TO DR. CONNORS... AND THE NIGHT-MARE WAS ENDED FOREVER... OR SO WE *THOUGHT!*"

UH OH! LOOKS LIKE THERE ISN'T MUCH *DOUBT* ABOUT IT NOW!

ONLY SOMEONE WITH THE *LIZARD'S STRENGTH* COULD HAVE POUNDED A HOLE LIKE *THIS* THROUGH A CEMENT *WALL!*

THERE ARE A *HUNDRED* OPENINGS AHEAD... NO WAY TO TRAIL HIM NOW!

I'LL RETURN TO MRS. CONNORS... BUT, WHAT CAN I *TELL* HER!

A LITTLE WHITE LIE CAN'T DO ANY HARM AT THIS POINT!

I COULDN'T FIND A *THING!* WHY DON'T YOU JUST WAIT AT THE DOC'S *LAB?* MAYBE HE'LL *CALL!*

IF YOU *THINK* SO--!

MAYBE DAD'S WAITING FOR US *THERE!*

THAT'S *RIGHT*, BILLY! THERE'S ALWAYS A *CHANCE!*

IN THE MEANTIME, I'LL KEEP SEARCHING!

I'LL CONTACT YOU AS SOON AS I *LEARN* ANYTHING!

I'VE GOT TO *CATCH* HIM BEFORE THE CITY IS THROWN INTO A *PANIC!*

..OR, BEFORE *HE*... OR SOMEONE *ELSE*... IS HURT.. OR *WORSE!*

BUT THEN, AFTER NEARLY AN HOUR OF FUTILE SEARCHING ---

IT'S NO USE! THE CITY'S TOO BIG... AND HE'S TOO CRAFTY!

I'LL HAVE TO WAIT FOR HIM TO MAKE THE NEXT MOVE!

AND, WHILE I'M WAITING, THERE'S ANOTHER PROBLEM I'D BETTER WRESTLE WITH!

I'VE GOT TO SCRAPE UP ENOUGH MONEY TO PAY FOR AUNT MAY'S TRIP!

IF I CAN ONLY SELL JONAH A SPECIAL PHOTO FEATURE ON THE LIZARD!

EXCEPT FOR MRS. CONNORS.. AND BILLY.. I'M STILL THE ONLY ONE WHO KNOWS HE REALLY EXISTS!

I'D BETTER HEAD FOR THE BUGLE!

AND, AT THE OFFICE OF THE DAILY BUGLE ---

HI, BETTY! I WAS HOPING I'D SEE YOU ... TO WISH YOU LUCK ON YOUR ENGAGEMENT TO NED!

THANKS, PETER! NED AND I WILL WANT YOU AT THE WEDDING ... SOON AS WE SET THE DATE!

WOULDN'T MISS IT FOR THE WORLD, BETTY!

I REALLY MEAN IT! I COULDN'T BE HAPPIER FOR HER!

I CAN HARDLY BELIEVE THAT I ONCE THOUGHT I WAS IN LOVE WITH HER! NOW, SHE'S LIKE A SISTER TO... UH-OH!

HI, MR. JAMESON! CAN I SEE YOU FOR A MINUTE?

LOOK ALL YOU WANT TO! IT'S A FREE COUNTRY!

REMEMBER SOMEONE CALLED THE LIZARD?

IF I COULD FIND HIM AGAIN AND GET SOME SHOTS, WOULD YOU BE INTERESTED IN A PICTURE STORY ON HIM?

COME OFF IT, PARKER! YOU KNOW THERE'S NO SUCH GUY!

BUT IT'S ABOUT TIME YOU BROUGHT ME SOMETHING WORTH PRINTING! PERSONALLY, I THINK YOU LOST THE OL' PAZZAZZ!

CAN'T GIVE UP NOW! I'VE JUST GOT TO GET THAT MONEY... NO MATTER WHAT!

THEN, SUPPOSE I'M LUCKY ENOUGH TO GET SOME NEW PIX OF SPIDER-MAN? HE'S ALWAYS NEWSWORTHY!

FORGET IT! I'M THROUGH GIVING THAT PHONY WALL-CRAWLER FREE PUBLICITY!

WELL, HOW ABOUT AN EXPOSÉ THAT'LL PROVE HE'S A MENACE?

NOW YOU'RE TALKIN', KID!

HMMM... PARKER'S AFTER A STORY AGAIN!

I'VE ALWAYS WONDERED HOW HE MANAGES TO GET MORE PICTURES OF SPIDER-MAN THAN ANYONE ELSE!

YOU BRING ME SOME PIX THAT'LL MAKE THAT FINKY FREAK LOOK BAD, AND I'LL GIVE YOU A MEDAL, HEAR?

IF IT'S ALL THE SAME TO YOU, MISTER... I'LL TAKE HARD CASH!

SURE, PARKER... SURE! EVERYONE KNOWS HOW GENEROUS I AM!

I WONDER IF IT ISN'T TIME FOR THE MAN NAMED PATCH TO START TAILING PARKER?

SOMETHING TELLS ME THERE COULD BE A STORY IN IT! AND IF THERE IS, FRED FOSWELL WANTS IT!

BE SEEING YOU, BETTY!

SO LONG, PETER! SAY HELLO TO YOUR AUNT MAY FOR ME!

SPEAKING OF SPIDER-MAN JUST GAVE ME AN IDEA!

FOSWELL! DIG UP THE NAME OF THAT COP WHO HELPED HIM DURING HIS FIGHT WITH THE RHINO!

MAYBE WE CAN RUN A PROFILE STORY ON HIM!

I'LL GET ON IT SOON AS I CAN, JJ!

YOU'LL GET ON IT, NOW, MISTER!

THAT'S WHAT I MEANT!

IT LOOKS AS THOUGH MY ONLY CHANCE TO RAISE THE *MONEY* I NEED IS AT *SPIDEY'S* EXPENSE! WHAT A *DEAL!*

SILVER SPOON

MIGHT AS WELL GET OUT OF THE RAIN WHILE I FIGURE MY NEXT MOVE!

OH..THERE'S *GWEN*...WITH *HARRY* AND *FLASH!*

HI, PETE! DIDN'T SEE YOU IN *CLASS* THIS MORNING!

I, EH, HAD SOME PERSONAL THINGS TO TAKE CARE OF, HARRY!

SURE!..LIKE NOT GOIN' OUT IN THE *RAIN* BECAUSE LITTLE PUNY PARKER MIGHT MELT AWAY!

COME *OFF* IT, FLASH! YOU'RE AS FUNNY AS A *TOOTH-ACHE!*

IF YOU'D LIKE A *FILL-IN* ON WHAT YOU MISSED IN THE LAB TODAY, I'LL BE GLAD TO *REVIEW* IT WITH YOU, PETE!

THAT'LL BE *SWELL*, GWEN! I'D REALLY *APPRECIATE* IT!

SINCE WHEN DOES *HE* NEED HELP? I THOUGHT THAT EGGHEAD KNEW *EVERYTHING!*

I COULD KNOW *NOTHING* AND STILL BE SMARTER THAN *YOU*, BIG MOUTH!

LUCKY FOR *YOU*, I'VE MORE IMPORTANT THINGS ON MY MIND THAN MOPPING UP THE FLOOR WITH YOU!

FLASH REPORTS FOR HIS *DRAFT PHYSICAL* LATER TODAY, PETE!

HEY! DOESN'T THE BIG BRASS KNOW WE NEED YOU ON OUR *FOOTBALL TEAM*, THOMPSON?

HAS ANYONE TOLD FLASH THE *NEWS*..?

WHAT NEWS?

THEY DON'T HAVE *CHEERLEADERS* FOR YOU IN THE ARMY!

HEY, PARKER...MAYBE WE WON'T MISS THOMPSON *AFTER* ALL! WE'LL JUST GET *YOU* TO TAKE HIS PLACE ON THE TEAM!

YEAH! THEY CAN ALWAYS USE A FEW *LAUGHS* DURING SCRIMMAGE!

GENTLEMEN.. WE'RE *TRYING* TO STUDY!

THAT'S REAL *EMOTIONAL!*

NOW THAT *FLASH* IS BEING DRAFTED, THEY OUGHTTA GRAB *WHITEY MULLINS*, ALSO!

WHAT CHANCE'LL WE HAVE AGAINST *HIM* WHEN WE PLAY *METRO U.?*

UNLESS *PARKER* IS OUR NEW SECRET WEAPON!

AWW.. I WAS SAVING IT FOR A *SURPRISE!*

METRO'S STAR

WHITEY MULLINS

WOW! LOOK AT *THAT!*

WHERE'D *SHE* COME FROM?

I DUNNO... BUT HOW'D THEY EVER LET HER GET *AWAY?*

SHE MUST BE SOMEONE *NEW!* I'VE NEVER *SEEN* HER HERE BEFORE!

HI, MARY JANE!

PETE *KNOWS* HER?!!

THREE LIVING, BREATHING *MALES* TO ONLY ONE *GAL*, EH?

WHERE HAS THIS PLACE *BEEN* ALL MY LIFE?

SHE *WALKS!* SHE *TALKS!* AND I CAN TELL SHE'S BEEN *BUSTIN'* TO MEET OL' FLASH!

LET ME INTRODUCE YOU TO THE CROWD, M.J...!

IMAGINE SLY PETE KEEPING HER ALL TO *HIMSELF* TILL NOW!

THEN, AFTER THE INTROS ARE FINISHED...

TELL ME, DOLL--DID YOU WANNA **MEET** ME BECAUSE I'M A **FOOTBALL STAR**.. OR BECAUSE I'M ABOUT TO BECOME A **WAR HERO?**

NEITHER, DAD! IT'S YOUR **SHY-NESS** THAT GRABS ME!

SO **YOU'RE** GWEN STACY! I'VE HEARD PETER **MENTION** YOU!

HOW NICE!

I DUNNO WHAT PARKER **HAS**... BUT I'D SURE LIKE TO **GET** ME SOME!

NOW, PETEY-O, SUPPOSE YOU WAVE BYE-BYE TO ALL THESE NICE PEOPLE...

THERE'S ONLY **ONE** ANSWER! IT'S A **SORORITY INITIATION!** SHE'S GOTTA DATE THE MOST **NOTHING** GUY IN TOWN... SO SHE PICKED **PARKER!**

BECAUSE YOU'RE **CUTTING OUT** NOW, TO TAKE MARY JANE TO A LITTLE SPOT I KNOW WHERE THEY'VE GOT THE **GROOVIEST GUITARIST** IN TOWN!

LET'S **FACE** IT, SON! SHE DOESN'T **LOOK** AS THOUGH ANYONE'S TWIST-ING HER ARM!

I GUESS I'LL HAVE TO TAKE A **RAIN CHECK** ON THAT SCIENCE REVIEW, GWEN!

MMM.. GLAD YOU'RE LETTING YOUR **HAIR** GROW, TIGER!

GWEN CERTAINLY **FROZE UP** FAST! I WONDER IF SHE'S **JEALOUS?**

DON'T WORRY ABOUT HIS **LESSON,** LADY!

BUT, IF SHE **IS**... IS IT BECAUSE OF **ME**... OR BECAUSE **FLASH** MADE SUCH A FUSS OVER MARY JANE?

GOING OUT WITH **ME** CAN BE A WHOLE **EDUCATION** IN ITSELF!

WHERE'D YOU PARK THE **WHEELS,** PETEY?

EH--I DIDN'T **BRING** THE CYCLE TODAY!

OH WELL.. NO SWEAT! WE CAN GRAB A **BUS!**

I'D RATHER WAIT TILL YOU **RE-PAINT** IT, ANYWAY! **ANY** COLOR WOULD BE JAZZIER THAN THAT ICKIE **BLEHHH** IT IS NOW!

TELL ME, M.J... DON'T YOU EVER STOP TO CATCH YOUR BREATH?

LIKE **WHY,** DAD? THERE'S TOO MUCH **HAPPENING** ALL OVER... AND I'M NOT ABOUT TO MISS A **BIT** OF THE ACTION!

I DON'T KNOW WHAT'S GOTTEN **INTO** PETE! EVEN A **SCHOLARSHIP** STUDENT LIKE HIM CAN'T AFFORD TO LET HIS **STUDIES** SLIDE!

AWW, COME **OFF** IT, GWEN! **THAT'S** NOT WHAT'S BUG-GIN' YOU! YOU DIDN'T LIKE SEEING THAT NEW **CHICK** WRAP HIM AROUND HER LITTLE FINGER!

BUT, DON'T WORRY, KID! ANY GAL WHOSE TASTE IS **THAT** BAD CAN'T BE ANY COMPETITION FOR A DOLL LIKE **YOU!**

FLASH, DO ME A FAVOR..?

SURE, BABY! **NAME** IT!

STOP BREATH-ING ON ME!

BUT NOW... IT'S **ACTION TIME** AGAIN...

FROM WITHIN A SHADOWY CULVERT, AT THE EDGE OF CENTRAL PARK, AN OMINOUS, SUPER-POWERED FIGURE SILENTLY EMERGES...

I'VE WAITED LONG ENOUGH! MY PLANS ARE **SET! NOW** IS THE TIME FOR THE **LIZARD** TO STRIKE!

BEFORE I HEAD FOR THE FLORIDA SWAMPLANDS TO AGAIN RESUME MY PLAN FOR POPULATING THE EARTH WITH **GIANT LIZARDS,** I'VE ONE THING TO DO...

I'LL MAKE SURE THAT **SPIDER-MAN** NEVER INTERFERES WITH ME AGAIN!

CRASSHH!

ALL I NEED DO IS BREAK THROUGH THIS WINDOW---INTO THE WHOLESALE *JEWELRY* SHOW-ROOM INSIDE!

WITH LUCK, *SPIDER-MAN* HIMSELF WILL BE *ACCUSED* OF THIS ROBBERY...

IN WHICH CASE HE'LL BE TOO BUSY DODGING THE *LAW* TO BE ABLE TO GET IN MY WAY AGAIN!

OR ELSE... HE'LL LEARN WHAT I'VE DONE AND COME *AFTER* ME, FAST...

GIVING ME A CHANCE TO *FINISH* HIM, ONCE AND FOR ALL!

EITHER WAY... THE *LIZARD* CAN'T LOSE!

SECONDS LATER...

LOOK, SAM! ON THAT BUILDING ABOVE..!

ONLY *SPIDER-MAN* CAN CLIMB A WALL LIKE THAT!

WE'D BETTER SEE WHAT THE SCORE IS!

POLICE 941

THUS, IT'S ONLY A MATTER OF MINUTES BEFORE THE OFFICERS FIND...

THE PLACE WAS *CLEANED OUT!* MUST BE A *FORTUNE* IN GEMS MISSING!

GUESS THERE'S NOT MUCH DOUBT *WHO* DID IT!

YOU'D BETTER WAIT HERE WHILE I CONTACT HEADQUARTERS!

THEN, JUST AS DAWN IS BREAKING...

WHAT'S THAT?!! YOU PUT OUT A LATE *EXTRA* WHILE I WAS ASLEEP?

SPIDER-MAN...ACCUSED OF STEALING *GEMS?*

BUT, WHAT IF IT'S A *PHONY?*.. LIKE ALL THOSE *OTHER* STORIES WE RAN! IF YOU MAKE ME A *LAUGH-ING STOCK* AGAIN..!!!

OF *COURSE* I WANT TO SEE HIM IN *JAIL!* BUT HE ALWAYS COMES OUT *LILY WHITE*, AND WE LOOK LIKE *FOOLS!*

HOLD EVERY-THING, BLAST IT! I'LL BE RIGHT THERE!

BUT, BEFORE JOLLY JONAH CAN EVEN COMB HIS MOUSTACHE, THE SPECIAL EDITION IS ON THE STREETS..

AND, WITHIN A VERY FEW MINUTES, *PETER PARKER* HIMSELF WILL BE REACTING ABOUT AS YOU'D EXPECT...

DAILY BUGLE

SPIDER-MAN ACCUSED IN DARING GEM THEFT!

SO, LET'S REJOIN HIM AND SEE...

BOY! AN EVENING OUT WITH *MARY JANE* IS LIKE A DOZEN *HOLIDAYS* ROLLED INTO ONE! SHE'S THE MOST--- *HEY!* WHAT'S *THIS?!!*

I WAS NOWHERE *NEAR* THERE LAST NIGHT!

THE *LIZARD!* IT HAD TO BE *HIM!*

I'D BETTER CALL *MRS. CONNORS* RIGHT AWAY!

YOU MEAN YOU DIDN'T HEAR A *THING?* HE DIDN'T CONTACT YOU AT *ALL?*

NO! AND, I JUST SAW THE MORNING PAPER! DO YOU THINK--??

DON'T WORRY, MRS. CONNORS! *I'LL* TAKE CARE OF IT!

NO, DON'T WORRY, MRS. CONNORS! LET *ME* WORRY! IT SEEMS TO BE WHAT I DO *BEST!*

THE LIZARD MUST HAVE *INTENDED* TO FRAME ME! BUT, WHAT DO I *DO* ABOUT IT? I'M STYMIED IF I CAN'T *FIND* HIM!

BUT, I JUST *CAN'T* MISS ANOTHER DAY OF *CLASS!*

AND SO... YOUNG MAN, IF YOU WON'T ANSWER TO *PARKER*, WHAT NAME WOULD YOU *LIKE* ME TO CALL YOU?

HE NEVER APPEARS IN *DAYLIGHT!* I'LL HAVE TO WAIT TILL *NIGHT-FALL!*

IF I COULD JUST *FORGET* ABOUT HIM TILL THEN!

PETE! FOR GOOD-NESS SAKE... *WAKE UP!*

AND SO IT GOES FOR THE REST OF THE MORNING, UNTIL...

SAY, PETE..!

I TELL YOU SPIDEY'S *INNOCENT!* WHY WOULD *HE* WANNA STEAL ANY CRUMMY JEWELS?

THAT *MARY JANE* MUST BE *SOME-THING!* YOU WERE *DAY-DREAM-ING* ABOUT HER IN CLASS ALL MORNING!

GOOD OL' *FLASH*.. DEFENDING ME, AS USUAL! IF HE ONLY *KNEW*..!

AND WHO CAN *BLAME* YOU?

THEN, WHILE WAITING FOR *NIGHT* TO FALL...

IT'S NO USE! I CAN'T EVEN CON-CENTRATE ON PAINTING MY CYCLE!

I'VE GOT TO CLEAR MYSELF WITH THE *LAW*... FIND THE *LIZARD*.. AND RAISE SOME *MONEY* FOR AUNT MAY! THAT'S *ALL!*

BUT FINALLY, AS A SOFT BLANKET OF *DARKNESS* DESCENDS UPON THE CITY BELOW...

I'LL KEEP SEARCHING IF IT TAKES *ALL NIGHT!*

IF HE'S OUT TO *GET* ME, HE'S SURE TO *SHOW* HIMSELF SOONER OR LATER! AND I'M GONNA *BE* THERE WHEN HE *DOES!*

THEN, TRUE TO HIS WORD... SHORTLY AFTER MIDNIGHT...

IT'S *HIM!* AND HE DOESN'T *SEE* ME YET!

WITH LUCK, I'LL HAVE TIME TO SET UP MY *AUTOMATIC CAMERA* BEFORE I *TACKLE* HIM!

THERE! IT'S ALL IN PLACE... WITH MY WIDEST-ANGLE LENS!

SO, THIS IS IT!

OKAY, LIZ... THIS IS THE END OF THE LINE!!

SPIDER-MAN!

I HOPED YOU'D SHOW UP!

ONCE I PUT YOU OUT OF THE WAY, NOTHING CAN HALT MY MASTER PLAN FOR TAKING OVER THE WORLD WITH AN INVINCIBLE ARMY OF SUPER-STRONG, GIANT LIZARDS!

YOU BEAT ME ONCE BEFORE... BY TRICKERY...

BUT I'M FAR WISER NOW!

JUST AS I FEARED! HE'S LOST THE LAST VESTIGE OF DR. CONNOR'S IDENTITY! HE'S TOTALLY EVIL NOW!

BUT, I MANAGED TO TURN HIM BACK TO HIS NORMAL SELF ONCE BEFORE!! I'VE GOT TO FIND A WAY TO DO IT AGAIN!

AND, IT MUST BE DONE WITHOUT HARMING HIM!

FOR, WHATEVER HAPPENS TO THE LIZARD... WILL ALSO HAPPEN TO DR. CONNORS!

I MIGHT AS WELL TRY A DIRECT, FRONTAL ATTACK...!

YOU'LL NEVER ESCAPE ME NOW!

ESCAPE YOU?

YOU'VE GOT THAT BACKWARDS, MISTER!

I'VE BEEN TRYING TO FIND YOU ALL NIGHT!

UNHHH! IT'S LIKE HITTING A STONE WALL!

BAH! YOU CAN'T HURT ME!

HE'S RIGHT! I FEEL LIKE I FRACTURED EVERY KNUCKLE!

BUT, I CAN'T GIVE UP NOW!

COME DOWN! LET'S GET IT OVER WITH!

RAKK!

THAT'S JUST WHAT I HAD IN *MIND!*

IF I CAN GRAB HIS *TAIL*... AND USE IT AS A WEAPON *AGAINST* HIM--!

I *DID* IT! I GOT HIM *OFF-BALANCE!*

NOW, IF I CAN JUST *KEEP* HIM THAT WAY...!

THWOP!

LIZARD... *LISTEN* TO ME... YOU'VE *GOT* TO LISTEN!

I DON'T *WANT* TO HURT YOU... I WANT TO *HELP* YOU! YOU DON'T REALLY KNOW WHAT YOU'RE *DOING!*

YOU'RE *NOT* THE LIZARD! YOU'RE A *SCIENTIST!* YOUR NAME IS *CURTIS CONNORS!* HEAR? *CONNORS!* DOESN'T THAT NAME *MEAN* ANYTHING TO YOU? CAN'T YOU REMEMBER YOUR *WIFE* ..YOUR *SON?*

YOU DON'T WANT TO HURT *THEM,* DO YOU? I *KNOW* YOU DON'T!

YOU *FOOL!* YOU THINK YOU CAN SAVE YOURSELF BY MAKING UP *FAIRY TALES?!!*

I CARE FOR *NOBODY!!* THE LIZARD HAS ONLY *ONE* GOAL... TO DESTROY THE ENTIRE *HUMAN RACE!*

FTOK!

IT'S *NO USE!* HE'S TOO FAR GONE!..CAN'T REASON WITH HIM!

=*UHHH!*= HIS *TAIL!* TOO POWERFUL! CAN'T *HOLD* IT BACK...=*AGHH!*=

ALMOST KNOCKED THE *WIND* OUT OF ME! I'LL PLAY *POSSUM*---PRETEND TO BE *OUT!* THEN, WHEN HE REACHES TOWARDS ME, I'LL *GRAB* HIM AGAIN!

I'VE *WON!* I'VE DEFEATED *SPIDER-MAN* AT LAST!

BY THE TIME HE COMES TO, I'LL BE SAFELY *GONE!* AND THE *POLICE* WILL PROBABLY HAVE *FOUND* HIM BY THEN!

IT *DIDN'T WORK!* THINKING HE'S BEATEN ME COMPLETELY, HE'S WILLING TO LEAVE ME FOR THE POLICE!

I MEAN NOTHING TO HIM *PERSONALLY!* HE FEELS SUPERIOR TO *ALL* HUMAN BEINGS!

BUT, I DON'T *DARE* LET HIM GET AWAY! I'VE GOT TO GO *AFTER* HIM AGAIN!

I'LL FOLLOW THESE UNDERGROUND TUNNELS TILL I REACH THE EDGE OF TOWN! THEN..NO ONE WILL *EVER* BE ABLE TO FIND ME!

HOLD IT, LIZ! YOU SHOULDN'T GO INTO A PLACE LIKE THAT WITHOUT GALOSHES!

YOU AGAIN!

WADDAYA MEAN "ME AGAIN"? I'VE ALWAYS BEEN ME!

HIS TAIL! IF I CAN JUST GET A GOOD GRIP..!

THERE! THAT'LL MAKE HIM MADDER THAN EVER!

HE'LL FORGET ABOUT ESCAPING..ABOUT GOING TO THE FLORIDA SWAMPLANDS..ABOUT EVERYTHING... EXCEPT MAKING ME PAY FOR THIS!

SPLUNCH!

NOW, ALL I'VE GOTTA DO IS STAY OUT OF HIS WAY... SO I LIVE TO TELL ABOUT THIS SOME TIME!

I'LL GET YOU! THERE'S NO PLACE YOU CAN RUN THAT I CAN'T FOLLOW!

YOU'LL NEVER GET AWAY FROM ME NOW!

GREAT! THAT'S JUST WHAT I WANTED TO HEAR!

BUT NOW WE'LL FIGHT ON MY TERMS...UP ABOVE...WHERE THERE'S ROOM FOR ME TO OPERATE!

OKAY, LIZ... COME'N GET ME! I'M UP FOR GRABS!

HAVE YOU FORGOTTEN SO SOON? I CAN CLIMB WALLS, TOO!

AND DON'T I KNOW IT?!!

GREAT! JUST WHAT I WANTED! A CROWD IS GATHERING!

NOW, IF THEY'LL ONLY LOOK UP!

THERE'S SOMEONE ELSE UP THERE... SCALING THE WALL AFTER SPIDER-MAN!

THAT MEANS...HE'S NOT THE ONLY ONE WHO HAS A POWER LIKE THAT!

THEN MAYBE HE DIDN'T PULL THAT ROBBERY! IT COULD HAVE BEEN SOME-ONE ELSE!

YOU *TRICKED* ME! YOU WANTED THE CROWD BELOW TO *SEE* ME SCALE THAT WALL!

AND THAT'S NOT *ALL* I WANTED!

I'M ALSO ITCHING FOR A CHANCE---

...TO DO *THIS!*

--AND *THIS!*

I'VE GOT TO KEEP *HAMMERING* AT HIM--- NO MATTER WHAT!

NO MATTER *HOW* STRONG HE IS, HE CAN'T *FIGHT* AS WELL AS--- *UNHH!!*

HIS *TAIL!* THE ONE THING I CAN'T *COPE* WITH--!

FALLING BACK-- CAN'T STOP..!!

EVEN *YOU* CAN'T SURVIVE SUCH A PLUNGE!!

SO...THE *LIZARD* WINS AT *LAST!*

BUT THEN---

NOT WHILE I CAN STILL SHOOT MY *WEBBING*, HE DOESN'T!

AGAIN YOU'VE SAVED YOURSELF BY A STROKE OF *LUCK!*

BUT YOU'VE ONLY WON A *TEMPORARY* RESPITE..!

I'LL FINISH YOU *FOREVER* BEFORE YOU CAN *MOVE!*

HE SLITHERED DOWN THAT WALL FASTER THAN A *REAL* LIZARD COULD HAVE DONE!

AND IT'S NOT HARD TO GUESS WHAT'S COMING *NEXT!*

THWIZZT!

HE SLICED THROUGH MY WEBBING --- WITH ONE SWEEP OF HIS TAIL!

BUT, IT TAKES MORE THAN THAT TO MAKE THIS A SPIDEYLESS WORLD--!

WHISSST!

--- SO LONG AS I CAN SHOOT A WEB MATTRESS OUT BENEATH ME IN TIME TO BREAK MY FALL!

FTUMM!

UHH! THE WEBBING SAVED ME --- BUT I STILL HIT TOO HARD!

IT'S SPIDER-MAN!

HOW'D HE EVER GET UP FROM A FALL LIKE THAT?

DIDN'T HAVE TIME TO TWIST MY BODY AROUND --- TO BREAK THE FALL--!

STAY WHERE YOU ARE! LET ME SEE THAT ARM --- I'M A DOCTOR!

MY ARM ..CAN'T MOVE IT! IT'S HURT --- HURT REAL BAD--!

CAN'T GO DOWN THERE NOW! TOO MANY PEOPLE AROUND!

BUT, AT LEAST I PUT HIM OUT OF ACTION! HAH! HE'LL NEVER BE ABLE TO STOP ME NOW!

AND THEN, AS THE MURDEROUS, SUPER-POWERED MENACE SLITHERS AWAY INTO THE NIGHT---

YOU'RE MIGHTY LUCKY! IT'S ONLY A BAD SPRAIN --- NO BONES BROKEN!

BUT, YOU MUSTN'T USE IT TILL THE SWELLING GOES DOWN! I'LL TAPE IT SECURELY FOR YOU!

THEN, I'LL TAKE YOU TO MY OFFICE WHERE I CAN GIVE YOU A COMPLETE PHYSICAL!

OH NO! TOO MUCH CHANCE OF A SMART MEDIC FIGURING OUT MY IDENTITY!

I'LL HELP YOU UP NOW..!

I'M MUCH OBLIGED, DOC..!

BUT I CAN STILL MAKE IT ON MY *OWN!*

WAIT! THE *POLICE* WILL BE HERE SOON!

THEY'LL HAVE *QUESTIONS..!*

I'VE GOT TO MAKE SURE *MRS. CONNORS* IS OKAY!

CAN'T EVEN STOP FOR MY *CAMERA* NOW!

YOU ANSWER 'EM! I DON'T MIND!

SPIDER-MAN! YOUR *ARM!* DID..DID YOU MEET--??

CAN'T KEEP IT FROM HER ANY *LONGER!*

IT'S *HIM!* NO *DOUBT* OF IT! HE'S THE *LIZARD* ONCE MORE!

BUT, THERE'S STILL *HOPE!* FAR AS I KNOW, HE'S COMMITTED NO *CRIME* YET!

THERE MUST BE *SOME* WAY TO CHANGE HIM BACK TO NORMAL...

-- AND I'LL NEVER *REST* UNTIL I *FIND* IT!

TRY TO HAVE *FAITH* IN ME, MRS. CONNORS! I WON'T *FAIL* YOU!

BUT, HE'S TOO *POWERFUL*... TOO *MERCILESS!* HE'LL *NEVER* BE BEATEN AGAIN..!

SHE'S TAKING IT AWFULLY *HARD!*

THERE WAS NOTHING I COULD SAY TO *RE-ASSURE* HER!

MIGHT AS WELL RETURN HOME... CAN'T BEAR TO SEE A WOMAN *CRY..!*

NEVER REALIZED HOW *TOUGH* IT IS TO DO THE SIMPLEST THINGS WITH ONLY *ONE* ARM!

I THOUGHT I'D *NEVER* GET MY CLOTHES ON!

GLAD THERE'S NO *MOON* TONIGHT... WOULDN'T WANT ANYONE TO GET A GOOD *LOOK* AT ME LIKE THIS!

FINALLY, THIRTY MINUTES LATER...

HOME AT LAST! NOW TO...

UH OH! THE *PHONE!*

RRRING!

WHO CAN IT *BE?*

OH! AUNT MAY..!

IN THE EXCITEMENT I NEARLY *FORGOT* ABOUT HER!

YES, I *REMEMBER* YOU SAID YOU'D CALL! HOW WAS YOUR *TRIP?* DO YOU *FEEL* OKAY?

IF ONLY MY *ARM* WOULD STOP ACHING!

IT WAS A *LOVELY* TRIP, DEAR... AND EVERYTHING IS JUST *FINE!*

BUT YOUR VOICE SOUNDS SO *WEAK!* IS ANYTHING *WRONG?* ARE YOU GETTING ENOUGH *SLEEP?*

SURE! I'VE NEVER BEEN *BETTER!* WE MUST HAVE A BAD *CONNECTION!*

NOW ENJOY EVERY *MINUTE* OF IT, HEAR? THINGS ARE *GREAT* BACK HOME ...SO RELAX AND HAVE A GOOD REST!

CAN'T LET HER *WORRY* ABOUT ME..NO MATTER *WHAT!*

I'LL TALK TO YOU *AGAIN* REAL SOON! SLEEP WELL NOW..GOOD NIGHT, AUNT MAY!

IT'S LUCKY I GOT THROUGH *THAT* WITH... WHA? THE *PHONE* AGAIN!

I'VE *GOT* TO GET SOME REST! I JUST WON'T *ANSWER* IT!

NO...IT MIGHT BE *IMPORTANT!*

RRRING!

YOU'RE IN *LUCK*, LOVER BOY! THIS IS *M.J.!* I'VE GOT AN *INVITE* FOR YOU!

I'M DANCING A *SOLO* AT PERFORMER'S SCHOOL TOMORROW NIGHT--AND I CAN GET YOU A *TICKET* IF YOU PLAY YOUR CARDS RIGHT!

A TICKET--TO-MORROW NIGHT-- TO SEE YOU DANCE--?

HOLD ON, PETEY-O! TRY TO *COOL IT*, DAD! YOUR *ENTHUSIASM* IS OVERWHELMING!

I KNOW YOU'RE *THERE*, TIGER... I CAN STILL HEAR *BREATHING!*

I'M *SORRY*, MARY JANE!--I JUST CAN'T *MAKE* IT!

IT'S *YOUR* LOSS, DAD! SEE YOU AROUND!

CLICK!

NOW THAT THE *PUBLIC* KNOWS *SPIDER-MAN* HAS AN INJURED ARM-- I CAN'T LET *ANYONE* SEE ME LIKE THIS!

SHE *HUNG UP!*

WHAT HAPPENS *NEXT?*

I'M AFRAID TO BE *SEEN* WITH MY ARM THIS WAY--- BUT I CAN'T STAY HIDDEN IN THE *HOUSE* FOR DAYS!

MARY JANE MUST BE WRITING ME *OFF* BY NOW--- AND I LEFT MY CAMERA BEHIND, WHERE SOMEONE MAY *FIND* IT!

I'M FURTHER THAN *EVER* FROM THE EXTRA MONEY I NEED FOR *AUNT MAY*... OR FROM HELPING *DOC CONNORS* AND HIS FAMILY!

AND, TO TOP IT ALL OFF, THE *LIZARD* IS STILL AT LARGE... CAPABLE OF *ANYTHING*... WHILE I SIT HERE... *HELPLESS!*

WHAT'S *WRONG* WITH ME? WHY DO THINGS WORK *OUT* THIS WAY?

WHEN WILL I COME TO MY SENSES AND STOP BUCKING *FATE*... AND GIVE UP BEING *SPIDER-MAN* FOREVER?!!

DON'T DESPAIR, SPIDEY-FAN!

THERE'S MORE NEXT ISH! IT'S A BOMB-SHELL!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. | 45 FEB

ONE OF THE WILDEST OF ALL SPIDEY'S BATTLES!

"SPIDEY SMASHES OUT!"

THE AMAZING SPIDER-MAN!

"SPIDEY SMASHES OUT!"

LAST ISH, WE SAW OUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* INJURE HIS ARM WHILE BATTLING THE DEADLY *LIZARD!* BUT, WITH HIS SUPER-POWERED FOE STILL AT LARGE, HOPING TO POPULATE THE ENTIRE *WORLD* WITH AN ARMY OF GIANT LIZARDS, SPIDEY KNOWS HE DARE NOT REMAIN HOME NURSING HIS WOUND--- NO MATTER *WHAT!*

LAST TIME WE FOUGHT, I WASN'T ABLE TO STOP THE LIZARD WITH *BOTH* ARMS...SO NOW MY TASK WILL BE *TWICE* AS DANGEROUS! BUT... I'VE GOT TO *TRY!*

THAT *NOISE*... FROM AROUND THE CORNER! SOUNDS LIKE *TROUBLE!*

SKREEE!

A STAN (THE MAN) LEE ... JOHN (RING-A-DING) ROMITA *ADVENTURE IN AGONIZING ACTION*

LETTERING - SAM ROSEN ... WEB-UNTANGLING - IRV FORBUSH

I WAS RIGHT!

THAT'S A REAL, OLD-FASHIONED HI-JACKING JOB IF EVER I SAW ONE!

THE TRUCK MUST BE CARRYING SOME VALUABLE FURS... OR SOME SUCH!

WELL, HERE'S WHERE I FIND OUT IF THERE'S A MARKET FOR ONE-ARMED SPIDER-MEN NOWADAYS!

HEADS UP, GUYS! IT'S PARTY TIME!

CHEER UP, FELLAS... IT COULD BE WORSE!

AT LEAST I DON'T WEAR HOB-NAIL BOOTS!

THONK!

IT'S SPI... UNHH!

WOK!

LOOK AT 'IM! HE'S GOT A BUSTED WING! WE CAN TAKE 'IM! LET'S...

WPPFFF!

I'LL GIT 'IM BEFORE HE CAN TURN AROUND!

SPIDER-MAN! BEHIND YOU... LOOK OUT!

BRAK!

YOU DIDN'T REALLY THINK I'D FORGET ABOUT YOU, LITTLE FELLA?

THAT'S A RELIEF! MY WOUNDED ARM HARDLY SLOWED ME DOWN AT ALL!

RRAP!

BUT, THERE'S A BIG DIFFERENCE BETWEEN PUTTING TWO CHEAP HOODS ON ICE... AND TACKLING THE LIZARD!

SORRY, PAL! THE WAY THINGS'VE BEEN GOIN', I COULDN'T EVEN AFFORD THE DUES!

HEY, SPIDEY... WE COULD USE YA IN THE TEAMSTER'S UNION!

I'D BETTER CUT OUT BEFORE THEY START PLAYING HEARTS AND FLOWERS!

BETTER START SEARCHING FOR THE *LIZARD* AGAIN!

AND, WITH ONE ARM OUT OF ACTION, IT'S EASIER TO USE A *WEB BRIDGE* THAN TO *SWING* AROUND TOWN!

NOW I KNOW HOW *DAREDEVIL* FEELS WHEN HE SKIPS ALONG THOSE *TELEPHONE WIRES!*

GLAD I REMEMBERED TO PICK UP MY *CAMERA* FROM WHERE I LEFT IT WHEN I *LAST* FOUGHT THE LIZARD!

MEANWHILE, ON THE OTHER SIDE OF TOWN, IN THE LABORATORY APARTMENT OF *DR. CURTIS CONNORS*, A SUDDEN *NOISE* AWAKENS HIS FITFULLY-SLEEPING *WIFE!*

THAT DULL, SCRAPING SOUND! LIKE A *WINDOW* BEING FORCED OPEN!

CAN IT BE... *HIM*... AT LAST?

AND...IF IT *IS*... WHAT CAN HE POSSIBLY *WANT?*

THIS IS THE *LABORATORY*... WHERE CONNORS KEEPS ALL HIS *SERUMS* AND *CHEMICALS!**

I'LL FIND WHAT I *NEED*... IN *HERE!*

*WE TOLD YOU LAST ISH THAT THE *LIZARD* IS UNAWARE THAT HE ACTUALLY *IS* DR. CURT CONNORS.. REMEMBER? ...STAN.

MY WORST FEARS.. HAVE COME *TRUE!* HE *IS* THE LIZARD... ONCE AGAIN!

I KNOW HE WOULDN'T HARM BILLY..OR ME... BUT, WHAT IS HE *LOOKING* FOR?

I PRAY HE ISN'T AFTER THAT SAME, DEADLY *LIZARD FORMULA* AGAIN!!

I'VE GOT TO FIND CONNORS' *NOTES!* THE FORMULA WHICH TRANSFORMED ME INTO A *HUMAN LIZARD* MUST BE HERE *SOMEWHERE!*

ONCE I *FIND* IT, I'LL BE ABLE TO DROP IT INTO *SWAMP WATERS* EVERYWHERE... WATERS CONTAINING COUNTLESS *MILLIONS* OF CRAWLING REPTILES!

IN JUST A MATTER OF *HOURS*, I'LL HAVE A LIZARD *ARMY*, MIGHTY ENOUGH TO CONQUER ALL OF *MANKIND!*

BUT THEN, MOMENTS LATER...

IT'S *NO USE!* I CAN'T *UNDERSTAND* ANY OF THIS STUPID SCIENTIFIC *GIBBERISH!*

THE PAGES CONTAIN NOTHING BUT CHEMICAL SYMBOLS... *NUMBERS*...EQUATIONS!! WHAT GOOD IS THAT TO *ME?!!*

I'LL FIND *ANOTHER* WAY! I'LL DO IT *WITHOUT* HIS NOTES! I'VE GOT THE *STRENGTH*---THE *POWER*..TO ACCOMPLISH *ANYTHING!*

THOP!

ALL I HAVE TO DO IS *FIND* CONNORS, HIMSELF!

I'LL *FORCE* HIM TO GIVE ME THE FORMULA.. BEFORE I *DESTROY* HIM!

WHILE, BACK AT THE MOONLIT ROOM..

MOM! WHAT WAS THAT *NOISE?* SOMETHING WOKE ME UP!

IT WAS *NOTHING*, BILLY DEAR! THE, EH... THE *WIND* BLEW SOME OF YOUR FATHER'S *BEAKERS* OVER!

BUT I CLOSED THE WINDOWS... YOU'LL BE ABLE TO GO BACK TO *SLEEP* AGAIN!

I FEEL SO *ALONE*... SO *HELPLESS!* MY OWN DEAR, WONDERFUL HUSBAND... TRANSFORMED INTO A LIVING *MONSTER!*

WHOM CAN I *TURN* TO? WHAT CAN I *DO?* HOW CAN I PROTECT *BILLY* FROM KNOWING THE *TRUTH?*

IF ONLY I KNEW WHERE TO FIND *SPIDER-MAN!*

MOM.. DID YOU.. EVER FEEL *SCARED*... WITHOUT KNOWING *WHY..??*

THE NEXT MORNING, AT THE OFFICE OF THE *DAILY BUGLE*, WE FIND---

THINGS ARE PRETTY *SLOW* RIGHT NOW---SO THIS IS MY CHANCE TO ASSUME THE IDENTITY OF *PATCH*, THE UNDERWORLD INFORMER, AND KEEP MY EYE ON *PETER PARKER!*

I'VE *GOT* TO LEARN HOW HE MANAGES TO GET SO MANY EXCLUSIVE PHOTOS OF *SPIDER-MAN!*

FOSWELL!

WHERE IN BLUE BLAZES DO YOU THINK *YOU'RE* GOING?

I'M NOT RUNNIN' A BLASTED *TRAVEL AGENCY* AROUND HERE!

I JUST THOUGHT I'D MOSEY AROUND TOWN, MR. JAMESON, AND SEE IF I COULD PICK UP SOME *LEADS* ON A NEW STORY!

FORGET IT, MISTER! THE *LIZARD* WAS SIGHTED LAST NIGHT! SEE WHAT YOU CAN DIG UP ABOUT *HIM!*

WELL, THAT TAKES CARE OF *THAT!* I'LL HAVE TO PUT OFF TAILING PARKER TILL SOME *OTHER* TIME!

DON'T JUST *STAND* THERE! GET *GOING!*

WHAT'S WITH *YOU* TWO, AGAIN?? HOW MANY TIMES DO I HAVETA *TELL* YOU TO MAKE YOUR BLAMED *WEDDING PLANS* ON YOUR *OWN* TIME ?!!

SORRY, J.J.... BUT IT WAS BETTY'S *COFFEE BREAK*, SO WE THOUGHT...

I'LL DO THE THINKING HERE! DOESN'T *ANYONE* DO A FULL DAY'S *WORK* ANY MORE?

BUT, IT'S *NED'S* COFFEE BREAK, ALSO!

THAT *SINKS* IT! THE WHOLE *WORLD* IS AGAINST ME!

I WORK MY *FINGERS* TO THE BONE, KEEPING THIS NEWSPAPER TOGETHER--- JUST TO PROVIDE *JOBS* FOR EVERY-ONE---AND *THAT'S*, THE THANKS I GET FOR IT!

IT'S LIKE I ALWAYS *SAY*.. EVERYONE TAKES *ADVANTAGE* OF ME BECAUSE I'M TOO *SOFT-HEARTED!*

THE OLD HYPOCRITE! HE MEANS SOFT-*HEADED!*

HUSH, DAR-LING! WE CAN'T AFFORD TO BE FIRED *NOW*..BEFORE OUR *WEDDING*

NOW, BACK TO OUR LIST.. WE'LL HAVE TO INVITE *PETER PARKER*..

BUT, AT THIS PARTICULAR TIME, MISTER PARKER HAS *OTHER*, LESS ROMANTIC MATTERS TO CONCERN HIM---

I'VE PROVEN THAT I *CAN* HANDLE MYSELF IN A FIGHT---EVEN WITH *ONE* ARM---BUT NOW I'VE *ANOTHER* PROBLEM..

SO WHAT'LL HAPPEN WHEN *PETER PARKER* IS SEEN AROUND TOWN *ALSO* SPORTING HIS WING IN A SLING?

EVERYONE *KNOWS* THAT *SPIDER-MAN* HAS AN INJURED LEFT ARM---

MAYBE I CAN *FAKE* IT, BY KEEPING MY HAND IN MY *POCK...OWW!* NO--IT'S TOO *PAINFUL!*

THE *HECK* WITH IT! A FELLA HAS TO TAKE *SOME* CHANCES! I'LL JUST *BLUFF* MY WAY THROUGH!

WHY SHOULD ANYONE TRY TO CONNECT *ME* WITH SPIDEY? I COULD HAVE HURT *MY* ARM ON MY *CYCLE!*

THAT'S *IT! THAT'S* THE EXCUSE I'LL USE!

ANY-*THING'S* BETTER THAN HIDING INDOORS LIKE A *COWARD!*

I'LL HAVE TO GRAB A *BUS* THIS MORNING! CAN'T USE MY WHEELS WITH ONLY ONE HAND!

BOY, MARY JANE WILL *FLIP* WHEN SHE SEES HOW *ZINGY* IT LOOKS SINCE I PAINTED IT THAT ROLLICKIN' *RED!*

LATER, AT THE CAMPUS OF GOOD OL' E.S.U...

JUST MY LUCK! THE FIRST JOKER I RUN INTO HAS TO BE *FLASH THOMPSON!* OH WELL---

WILLYA LOOK AT *THAT*, HARRY! IT'S *PUNY PARKER*, WITH HIS ARM IN A SLING!

WHATCHA TRYIN' TO *DO*, USELESS---? MAKE US THINK YOU'RE *SPIDER-MAN?*

IF HE *IS*, HE'S SURE DOING IT THE *HARD WAY!*

VER-RY FUNNY, GROUP! ALMOST AS FUNNY AS SPRAIN-ING YOUR ARM WHILE DRIVING A *CYCLE!*

AWW, DON'T BE *ANGRY*, PETE! I *FIGURED* THAT MUST BE WHAT HAPPENED!

THAT'S WHAT YOU *GET* FOR RIDING THAT THING, SON! A CHARACTER LIKE *YOU* BELONGS ON A *TRICYCLE!*

WHEW! IT WENT EASIER THAN I EXPECTED! I SHOULD HAVE *KNOWN* THEY'D NEVER LINK ME WITH *SPIDEY!*

SEE YA AROUND, GUYS! I'M GONNA GRAB A CUP OF JAVA WITH *GWEN!*

SPEAKING OF *GWEN*, PETE.. SHE'S THROWING A PARTY FOR FLASH WHEN HE GETS HIS *INDUCTION* NOTICE! SHE ASKED ME TO *INVITE* YOU!

SURE, I'LL BE *GLAD* TO COME! FLASH ISN'T *REALLY* AS BAD AS HE *SOUNDS!*

BUT, *TELL* ME SOME-THING, HARRY..

HOW COME GWEN DIDN'T ASK ME *HERSELF?*

LET'S *FACE* IT, SON... YOU HAVEN'T BEEN *AROUND* THAT MUCH SINCE *MARY JANE* MADE THE SCENE!

OH...I..I GUESS YOU'RE *RIGHT!*

BUT, IT'S NOT JUST *MARY JANE'S* FAULT...SENDING MY *AUNT MAY* AWAY FOR A VACATION TOOK ALL THE MONEY I *HAD*...AND I'VE BEEN KEEPING KIND'A BUSY TRYING TO SELL JAMESON SOME NEW PIX!

I'VE BEEN MEANING TO *TALK* TO YOU ABOUT THAT, PETE!

Y'KNOW MY DAD'S A *CHEMIST*, AND HE CAN USE A BRAINY SCIENCE MAJOR AS A PART-TIME HELPER!

THAT'S DARN *NICE* OF YOU, HARRY! I'LL REALLY *THINK* ABOUT IT!

NO RUSH, FELLA! WHENEVER YOU'RE READY, SAY THE WORD!

I'D SURE LIKE TO TAKE HARRY'S DAD *UP* ON THAT... BUT, I'VE TOO MANY THINGS TO TAKE *CARE* OF FIRST!

I'LL BET I DON'T SEE MARY JANE *NEARLY* AS MUCH AS GWEN *THINKS* I DO!

IT'S FUNNY THE WAY I KEEP *THINKING* OF GWEN, EVEN THOUGH I'VE NEVER REALLY *DATED* HER! MARY JANE ALWAYS SEEMS TO POP UP *BETWEEN* US!

MEANWHILE, AT A QUIET SEASHORE RESORT, WE FIND THE *OTHER* FEMALE IN PETER PARKER'S LIFE, RECUPERATING FROM HER RECENT ILLNESS...

YOU'RE FROM NEW YORK CITY, AREN'T YOU, MRS. PARKER?

IT MUST BE *TERRIBLE* LIVING THERE WITH CREATURES LIKE THE *LIZARD* STILL AT LARGE!

OH DEAR! MY NEPHEW, *PETER*, IS THERE RIGHT *NOW*, HE'S A FRESHMAN AT E.S.U.!

DAILY BUGLE
LIZARD MENACES NEW YORK

BUT, I DON'T HAVE TO WORRY ABOUT *HIM!* HE'S SUCH A QUIET, STUDIOUS LAD!

THANK HEAVEN, HE'S NOT LIKE THOSE OTHER *WILD* TEEN-AGERS ONE IS ALWAYS *READING* ABOUT!

HE'S PROBABLY AT HOME RIGHT *NOW*, CURLED UP WITH A GOOD *BOOK*, AND A GLASS OF WARM *MILK!*

NO *WONDER* YOU'RE SO PROUD OF HIM, MY DEAR!

BUT, SOONER OR LATER A FELLOW *FINISHES* HIS GOOD BOOK... AND A GLASS OF WARM MILK CAN'T LAST *FOREVER!* AND THEN, WITH A DEADLY *SUPER-VILLAIN* ON THE LOOSE, SOONER OR LATER IT GETS TO BE *WEB-SWINGING TIME* ONCE MORE...

IT'S LIKE LOOKING FOR A NEEDLE IN A HAYSTACK, BUT I CAN'T STOP *SEARCHING!*

SO LONG AS THE *LIZARD* IS STILL FREE, EVERY MAN, WOMAN AND CHILD IS IN *DANGER!*

I DON'T HAVE TO ACTUALLY *SIGHT* HIM...

...IF I MANAGE TO GET ANYWHERE *NEAR* HIM, MY *SPIDER SENSE* IS SURE TO TINGLE!

BUT, AS THE LONG, WEARISOME HOURS OF SEARCHING WEAR ON...

I'VE COVERED EVERY TYPE OF PLACE THE LIZARD WOULD HOLE UP IN...

...BUT, STILL NOT A *TRACE* OF HIM!

FINALLY...

IT'S A *LONG SHOT*, BUT I'D BETTER NOT OVER-LOOK THE *ZOO!*

ZOO

THIS WAS MY LAST HOPE, BUT HE'S NOT *HERE*, EITHER!

I SHOULD HAVE FIGURED THERE WOULDN'T BE ENOUGH LIZARDS IN *HERE* TO MAKE IT WORTH HIS WHILE!

HE WANTS TO TAKE COMMAND OF *THOUSANDS* OF THEM!

HOUSE OF REPTILES

BUT, *WAIT!* WHAT'S THAT *SIGN?*

6

OF *COURSE!* THAT MUST BE WHAT KEPT HIM IN TOWN!

THE TRAIN FOR PHILLY LEAVES IN AN *HOUR!* IF I HURRY... I CAN STILL *MAKE* IT!

LAST DAY!

* EXHIBIT *

WORLD'S LARGEST COLLECTION OF REPTILES!

WILL NEXT BE SEEN AT EXHIBITION HALL IN PHILADELPHIA!

WRITE TO REPTILE RESEARCH FOUNDATION FOR FREE EXHIBIT SCHEDULE

THEN, EXACTLY FORTY-EIGHT MINUTES LATER...

MY *SPIDER-SENSE* IS TINGLING! I'VE *FOUND* HIM!

I MIGHT HAVE BEEN LUCKIER IF I *DIDN'T*... BUT I CAN'T TURN BACK *NOW!*

7

I KNEW IT! THERE HE IS!

TOO LATE! HE TURNED TOO QUICKLY! HE SEES ME!

GOT TO TACKLE HIM FAST... BEFORE HE...

NOW, ONLY MY SPEED CAN DO THE TRICK!

SPIDER-MAN!

THROK!

YOU KNOW IT, MISTER!

I'VE GOT TO KEEP GOING! CAN'T LET UP THE ATTACK... NOT FOR A SECOND!

HE MUSTN'T MANAGE TO GET THE UPPER HAND...NOT WHILE I CAN ONLY USE ONE ARM!

BUT, HIS REPTILIAN SKIN IS LIKE A COAT OF ARMOR! I CAN KNOCK HIM DOWN... BUT I CAN'T HURT HIM!

HOW DO YOU BEAT SOMEONE WHO DOESN'T FEEL YOUR PUNCHES?

THEN, AS IF IN ANSWER TO SPIDEY'S SILENT QUESTION...

YOU BRAINLESS, BUMBLING *FOOL!* *NOW* YOU'LL LEARN YOUR LESSON..YOUR *FINAL* LESSON!

WHEN YOUR *TWO* ARMS WERE HELPLESS AGAINST ME *BEFORE*, WHAT DID YOU EXPECT TO ACCOMPLISH *NOW?*

TAPT!

UGHHH! HIS *TAIL!* COULDN'T *DODGE* IT IN TIME...!

THIS TIME YOU WON'T ESCAPE ME *ALIVE!* I'LL SEE TO IT THAT YOU NEVER INTERFERE WITH ME *AGAIN!*

KRUNCH!

NOT IF MY *SPIDER-SPEED* DOESN'T FAIL ME, YOU *WON'T!*

I *DID* IT! I MADE HIM DROP THE PIECE OF RAIL! BUT, THE ODDS ARE *STILL* ALL ON *HIS* SIDE!

I CAN'T STOP MYSELF FROM *PULLING* MY PUNCHES... KNOWING HE'S REALLY *CURT CONNORS!*

BUT, THE *LIZARD* HAS NO SUCH SCRUPLES ... AS HE STRIKES BACK WITH EVERY IOTA OF *POWER* HE POSSESSES ...

YOUR SKIN IS NOTHING BUT WEAK, HUMAN *FLESH* ... WHAT CHANCE CAN YOU HAVE AGAINST MY POUNDING *REPTILE* FISTS?!!

THOP!

EVERYTHING SPINNING 'ROUND.. CAN'T BREAK *FREE* IN TIME..!

THE AMAZING *SPIDER-MAN!* HAH!

TO *ME*, YOUR POWER IS A *JOKE!*

HAVE TO STAY *LIMP*... PREPARE FOR *IMPACT!*

MUSTN'T LAND ON WEAK *ARM*...!

BUT *YOU'LL* BE IN NO CONDITION TO *LAUGH!*

BTAM!

SO! YOU STILL *LIVE!*

BAH! NO NEED TO WASTE ANY MORE OF *MY* STRENGTH ON YOU!

NOT WHEN MY COUNTLESS POWERFUL *ALLIES* CAN DO THE JOB *FOR* ME!

THRAKK!

=UNHHHH!=

AT LEAST.. I MANAGED TO *RELAX*.. LETTING MY *MUSCLES* CUSHION MOST OF THE SHOCK!

WHA... WHAT'S HE DOING... *NOW*?!

AFTER HIM, MY BEAUTIES! DEATH TO OUR ARCH-ENEMY! YOUR MASTER COMMANDS... DESTROY SPIDER-MAN!

THE REPTILES! THEN, THEY WERE WHAT YOU WERE AFTER ALL ALONG!

OF COURSE! THEY'RE THE START OF MY FUTURE ARMY ..AN ARMY OF BILLIONS.. WHICH CAN ENSLAVE... OR DESTROY ALL OF MANKIND!

HE'S TOO FAR GONE TO REMEMBER THAT HIS OWN WIFE AND SON ARE AMONG THOSE HE WANTS TO DESTROY!

BUT, I'VE NO TIME TO WORRY ABOUT THAT NOW! I'VE ONLY GOT SECONDS TO FIGURE OUT HOW TO HANDLE ALL THIS... AND SAVE MYSELF!

HIS POWER IS UNCANNY! THE REPTILES ACTUALLY OBEY HIM! NO WONDER HE THINKS HIS INSANE PLAN CAN SUCCEED!

HE IS OUR ENEMY! WE WILL NEVER BE SAFE SO LONG AS SPIDER-MAN LIVES! ATTACK HIM! ATTACK! HE CANNOT ESCAPE US ALL!

THE CROC IS CLOSEST TO ME... I CAN TAKE CARE OF HIM BY WEBBING HIS JAWS SHUT!

BUT, THERE'S NOT ENOUGH WEB FLUID IN THE WORLD TO STOP THEM ALL!

PHITTTT!

FASTER! ATTACK HIM FASTER!

OVERWHELM HIM BY SHEER FORCE OF NUMBERS! SPIDER-MAN MUST DIE!

BUT, SINCE OUR PRIME PURPOSE IS ENTERTAINMENT, LET'S TURN TO PLEASANTER MATTERS, FOR JUST A BRIEF MOMENT OR TWO... AS WE VISIT THE HOME OF MRS. ANNA WATSON...

I'M GOING TO THE FRENZYVILLE À GO-GO, AUNT ANNA! IF THE BEATLES CALL, TELL THEM I WON'T BE LONG!

OH! DO YOU KNOW THE BEATLES, DEAR?

OF COURSE NOT! BUT I BELIEVE IN POSITIVE THINKING!

BY THE WAY, I'M BRINGING A POT OF VEGETABLE SOUP OVER TO PETER PARKER!

WOULD YOU LIKE TO WALK ME THERE, MARY JANE?

SURE THING! I'M HEADED IN THAT DIRECTION, ANYWAY!

I'M SO GLAD YOU AND PETER ARE FRIENDS! HE'S THE NICEST BOY... AND MRS. PARKER IS MY DEAREST FRIEND!

HE'S JUST THE LEAST LITTLE BIT SQUARE.. BUT, OUTSIDE OF THAT, HE REALLY TURNS ME ON!

I'LL BET HE'D BE A REAL SWINGER IF HE'D LET HIMSELF GO!

HOWEVER, A FEW MINUTES LATER...

THAT'S STRANGE! THERE'S NO ONE HOME! I DIDN'T THINK HE WAS THE TYPE TO GO OUT AT NIGHT!

WHY NOT? HE WALKS... HE BREATHES, DOESN'T HE?

WELL, I'VE GOTTA DASH NOW, AUNT ANNA!

IF I RUN INTO HIM AT THE DISKO, I'LL TELL HIM WHAT HE MISSED!

BUT, THE WAY THINGS LOOK RIGHT NOW, PETER PARKER WOULD PROBABLY BE THE LAST ONE MARY JANE, OR ANYBODY, WOULD RUN INTO AT A DISCOTHEQUE...

THE LIZARD MUST REALLY BE ENJOYING THIS!

HE FIGURES THAT HE CAN'T LOSE! EVEN IF I MANAGE TO ESCAPE THE REPTILES, I'LL BE SO EXHAUSTED THAT HE CAN FINISH ME OFF IN A BREEZE!

BUT, I CAN'T GIVE UP! THERE'S A LOT MORE AT STAKE THAN JUST THE LIFE OF ONE PART-TIME WEBHEAD!

MORE CROCS COMING! IF I CAN JUST DISLODGE THIS OVERGROWN EARTHWORM IN TIME..!

LOOK OUT, MY PETS...!

KNOCK IT OFF, LIZ! THEY'RE DOING FINE WITHOUT HELP FROM YOU!

WHEW! I DID IT... JUST IN TIME!

FTAPPP!

NOW... IF I CAN GRAB THE CROC'S TAIL...!

GOT IT!

OKAY--HANG ON, LITTLE FRIEND! YOU'RE GONNA DO THE WORK OF A SECOND ARM FOR ME!

IT'S WORKING! BY USING THE CROC AS A GIANT WHIP, I'M ABLE TO HOLD THE REST OF THEM AT BAY!

BUT, I CAN'T KEEP IT UP FOREVER! I'VE STILL GOT TO FIND A WAY TO BEAT THE LIZARD...ONLY THEN WILL THE REPTILE DANGER BE ENDED!

UH OH! I DON'T GET IT! HE'S SIGNALLING THE OTHERS BACK--BACK INTO THE TRAIN! NOW WHAT'S HE UP TO?

THE TRAIN'S LEAVING... STARTING TO PULL OUT!

HE MUST HAVE LOST INTEREST IN ME! I'VE DELAYED HIM FOR TOO LONG! HE WANTS TO GET ON WITH HIS MASTER PLAN!

I'VE WASTED ENOUGH TIME ON YOU, SPIDER-MAN!

I'LL TAKE MY PETS BACK TO THE SWAMPLAND... WHERE THEY'LL HELP ME RECRUIT MILLIONS MORE!

THEN, EVEN YOU WON'T BE ABLE TO STOP ME!

OH, NO! I'VE SEEN THIS THROUGH TOO FAR TO LET MYSELF BE PUSHED OUT NOW!

THIS HAS GOTTA BE THE END OF THE LINE, LIZ.. FOR ONE OF US!

VERY WELL, THEN! SINCE I CANNOT LOSE...THEN YOU MUST BE THE ONE!

THWAT!

NOT THIS TIME, MISTER!

BKAK!

I'VE FINALLY THOUGHT OF A WAY TO BEAT HIM! MY STRENGTH ALONE CAN'T DO IT...BUT, IF I CAN MAKE HIM MAD ENOUGH... KEEP HIM FOLLOWING ME...!

C'MON, LIZ! IF YOU'RE AS GREAT AS YOU SAY, WHAT'RE YOU WAITING FOR?

NONE OF US IS GETTING ANY YOUNGER, Y'KNOW!

WANT ME TO TIE MY OTHER HAND BEHIND MY BACK?

OR, MAYBE YOU'D LIKE A NEW RULE? SOMETHING LIKE ...NO FOOTSIES!

SO! YOU DARE TO MOCK ME, DO YOU?

YEP! THAT'S ABOUT THE SIZE OF IT, DAD!

SO FAR, SO GOOD! I'VE NEVER SEEN HIM SO MAD!

STAND STILL, YOU WEAKLING!
STAND THERE AND FIGHT!
I'D LOVE TO, LIZ... BUT I'M JUST A BUNDLE OF NERVES!
HOW ABOUT IF WE JUST CALL EACH OTHER NASTY NAMES?
THIS IS WHAT I WANTED! HE'S SO FILLED WITH RAGE, THAT HE'S FORGOTTEN EVERYTHING ELSE!

NOW, UNLESS THIS TRAIN IS MISSING THE ONE THING I NEED, THE NEXT FEW MINUTES WILL TELL THE STORY!
I TELL YOU WHAT, LIZ... IF YOU CAN CATCH ME, I'LL GIVE YOU A GOLD STAR! AND TWO GOLD STARS ADD UP TO THE WHOLE BALL GAME!
OF COURSE I CAN CATCH YOU! THERE'S NO PLACE ELSE FOR YOU TO RUN TO!
YOU SHOULD HAVE STAYED BEHIND WHEN YOU HAD THE CHANCE...NOW, IT'S TOO LATE... FOR ANYTHING!

AHH...THIS IS THE CAR I WANT!
NOW...IF HE'LL JUST BE SURE TO FOLLOW ME DOWN!
ALTHOUGH, JUDGING BY THE WAY HE LOOKS, IT WOULD TAKE AN ARMY TO STOP HIM!

YOU'VE OUTSMARTED YOURSELF AT LAST! I'LL NEVER LET YOU LEAVE HERE ALIVE!
I DON'T KNOW WHERE YOU'RE HIDING, BUT I'VE ALL THE TIME IN THE WORLD TO FIND YOU---AND THIS TIME I'LL FINISH YOU OFF---FOREVER!

SLAM!
I'M RIGHT UP HERE BEHIND YOU... WAITING PATIENTLY LIKE A GOOD SPIDER-MAN SHOULD!
BUT, YOU'VE GOT ONE THING WRONG---IT'S YOU WHO'VE OUTSMARTED YOURSELF, NOT ME!
WITH THE CLOSING OF THAT LID---MY TRAP IS SPRUNG!
THIS IS MY LAST GAMBLE! IF IT DOESN'T WORK, I'M A GONER!

I'VE GOT TO KEEP HIM TOO BUSY TO *THINK!*

IF HE REALIZES WHERE HE *IS*, HE COULD ESCAPE BY SMASHING THROUGH THE *WALL* OF THE CAR!

BOK!

EVEN THOUGH I CAN'T REALLY *HURT* HIM, MY PUNCHES CAN *STILL* DRIVE HIM BACK... KEEP HIM *GROGGY!*

I NEED ONLY A FEW MORE MINUTES! FOR ONCE, *TIME* IS ON *MY* SIDE!

THRAK!

HE BROKE *AWAY* FROM ME! HE'S BRACING FOR AN *ATTACK!*

I CAN'T KEEP DODGING HIS *TAIL* AT SUCH CLOSE QUARTERS! THIS IS THE *PAYOFF!*

NEVER AGAIN WILL YOU STRIKE THE *LIZARD!* I'M GOING TO *DESTROY* YOU NOW!

IT WILL ONLY TAKE *ONE* SWEEP OF MY TAIL TO... TO... *WHA-??*

THAT WAS A MIGHTY *WEAK SWEEP*, LIZ! MAYBE YOU OUGHT TO USE A *BROOM!*

MY GAMBLE *PAID OFF!* HIS STRENGTH IS *EBBING*...AS I *KNEW* IT WOULD!

WHAT'S *HAPPENING* TO ME? I.. I'M GROWING *WEAK*...

BUT, I'VE *STILL* GOT POWER ENOUGH...TO FINISH *YOU*...!

THINK SO?

I DON'T!

YOU FORGOT *ONE* LITTLE FACT...ONE FACT THAT MEANT THE DIFFERENCE BETWEEN VICTORY...OR *DEFEAT!*

LIZARDS FLOURISH IN *WARM* TEMPERATURES...

BUT, EXTREME *COLD*, SUCH AS YOU'LL FIND IN A *REFRIGERATOR CAR*, IS THE ONE THING THAT WILL *WEAKEN* A BIG, BAD, LACERTILIAN REPTILE!

TSK! I WISH YOU WOULDN'T FALL *ASLEEP* WHILE I'M LECTURING YOU!

I'VE DONE IT! I'VE BEATEN HIM! BUT, THE COLD MIGHT PROVE FATAL!

I'LL WRAP HIM IN A WEB-COCOON... IT'LL INSULATE HIM... KEEP HIM WARM ENOUGH TO SURVIVE!

BUT, I HAVEN'T ANY TIME TO WASTE! IF HE GETS TOO WARM, AND GETS FREE AGAIN, THAT'S THE BALL GAME!

FIRST THING TO DO IS STOP THE TRAIN!

I'VE GOT TO GET HIM BACK TO HIS LAB... WHILE I CAN STILL HANDLE HIM!

SKEE EEE EEE

SECONDS LATER...

WE'LL HAVETA TAKE HIS WORD FOR IT, JOE! ONE THING'S FOR SURE... SPIDER-MAN'S NO ORDINARY BINDLESTIFF!

ALL I'M ASKING YOU TO DO IS FLAG DOWN A TRAIN HEADING BACK TO NEW YORK! A MAN'S LIFE DEPENDS ON MY REACHING THERE WITHIN THE HOUR!

OKAY, MISTER! WILL DO!

AND SO...

SUBDUING HIM WAS ONLY HALF THE BATTLE!

NEXT, I'VE GOT TO FIND THE FORMULA THAT CAN TURN HIM INTO DR. CONNORS AGAIN!

LUCKY IT'S EVENING! I OUGHT TO BE ABLE TO BRING HIM BACK TO HIS LAB WITHOUT ANYONE TRYING TO STOP ME!

AFTER ALL, IF A FRIENDLY, NEIGHBORHOOD SPIDER-MAN CAN'T ACCOMPLISH A FEAT LIKE THIS... WHO CAN?

ALL'S WELL SO FAR!

NOW, IF HE'LL JUST STAY OUT LONG ENOUGH FOR ME TO FIND WHAT I'M AFTER...!

BOY! THIS PLACE LOOKS LIKE A HURRICANE HIT IT!

THIS IS WHAT I WANT!

I'LL BET THE LAB GOT WRECKED WHEN THE SCORPION LOOKED FOR THE SAME NOTES...

...ONLY TO REALIZE HE COULDN'T UNDERSTAND THEM, EVEN IF HE FOUND THEM!

KNOCK! KNOCK!

WHO'S IN THERE? OPEN UP..!

UH OH! IT'S MRS. CONNORS! SHE HEARD ME!

IS THAT YOU, CURTIS? ARE YOU ALL RIGHT?? HAVE... HAVE YOU COME HOME AGAIN?

THUD!

CURTIS, ANSWER ME! WHY WON'T YOU ANSWER?

THUMP!

MAYBE IT ISN'T DAD! MAYBE IT'S SOMEONE ELSE!

IT'S SPIDER-MAN, MRS. CONNORS! DON'T TRY TO OPEN THE DOOR NOW! TRUST ME! I--I'M TRYING TO HELP!

DON'T WANT TO BUILD UP HER NOPES... IN CASE THIS DOESN'T WORK!

ALSO, IT'S TOO DANGEROUS FOR HER HERE... THE LIZARD MIGHT THAW OUT BEFORE I'M READY!

UH OH! HE'S STARTING TO *STIR!*

WHEN HIS *FULL STRENGTH* RETURNS, HE'LL BE ABLE TO SNAP THAT WEBBING LIKE IT ISN'T *THERE!*

THIS FORMULA HAS TO BE *RIGHT*...THE *FIRST* TIME!.!

.!CAUSE I'M NOT GONNA GET A *SECOND* CHANCE!

THERE! IT'S FINALLY *FINISHED!*

SO, THIS IS *IT*...!

DON'T *FIGHT* IT, FRIEND! THIS IS GONNA BE THE MOST *IMPORTANT* DRINK YOU'LL EVER SWALLOW!

=*WHEW!*= THAT'S *THAT!* HE DRAINED THE FLASK!

LOOKS LIKE I WASN'T A *MINUTE* TOO SOON! THE EFFECTS OF THE *REFRIGERATOR CAR* HAVE ALL WORN OFF!

HE'S FULLY *REVIVED* NOW!

BUT... HAVE I SAVED *CURT CONNORS*... OR MERELY BROUGHT BACK THE *LIZARD* TO MENACE US *ALL*??

WHILE, *OUTSIDE* THE SILENT LAB, A HEARTSICK *MOTHER* AND HER YOUTHFUL SON ALSO WAIT...AND WONDER...

MOM...IF SPIDER-MAN SAYS HE'S TRYING TO *HELP*, MAYBE HE'S FOUND *DAD!* BUT...WHY WON'T HE OPEN THE *DOOR*??

I DON'T *KNOW*, DEAR! I DON'T KNOW WHAT TO SAY!

WE CAN ONLY WAIT... AND *HOPE!*

LOOK! IT'S *OPENING!* THE DOOR'S *OPENING*..!

THERE'S SOMEONE *IN* HERE...WHO'D LIKE TO *SEE* YOU!

DAD!

CURT! MY DARLING... *CURT!* THANK HEAVEN! OH, *THANK HEAVEN!*

DAD! YOU CAME *BACK!* I ALWAYS *KNEW* YOU WOULD! I *KNEW* YOU WOULDN'T LEAVE US... *FOREVER!*

SPIDEY...THIS IS THE *SECOND* TIME YOU... WELL, *YOU* KNOW WHAT YOU'VE DONE FOR ME!

HOW'LL I EVER... FIND THE WORDS TO *SAY?*

WHY NOT JUST TRY SAYING *GOODBYE?* I GET THE FEELING I'M NOT GONNA BE *NEEDED* 'ROUND HERE ANY LONGER!

ANOTHER MIGHTY MARVEL FIRST! KNOWING HOW TITANICALLY TALENTED OUR RIOTOUS READERS ARE, WE'RE LEAVING THIS PANEL FOR YOU TO WRITE YOUR OWN DIALOGUE! IF YOU CAN GET SOMEONE TO PLAY HEARTS AND FLOWERS SOFTLY IN THE BACKGROUND, IT WON'T DO A BIT OF HARM, EITHER!

A SHORT TIME LATER, SPENT AND WEARY---ALMOST TO THE POINT OF EXHAUSTION.. A THOUGHTFUL YOUTH SLOWLY, LABORIOUSLY STRUGGLES INTO HIS STREET CLOTHES ONCE MORE, AND THEN LISTLESSLY WENDS HIS WAY HOMEWARD ...

I'M ALMOST SORRY IT'S ALL OVER NOW!

AT LEAST, WHILE I WAS FIGHTING THE LIZARD, I DIDN'T HAVE TIME TO THINK ABOUT MY OWN PERSONAL PROBLEMS..!

MINUTES LATER...

HI THERE, PETE!

WOW! IS HE IN A WORLD OF HIS OWN! HE DOESN'T EVEN HEAR US!

LEAVE IT TO ME, HANDSOME HARRY! I'LL PUT HIM OUT OF HIS TREE!

HEADS UP, DAD! IN CASE YOU HAVEN'T HEARD, THE HUMAN RACE HAS ONE MORE OPENING ...IF YOU GET YOUR APPLICATION IN FAST!

HMM? OH-- HI, MARY JANE... AND HARRY! I, EH, MUST HAVE BEEN DAY-DREAMING!

DAY-DREAMING? TIGER, YOU WERE THE ORIGINAL ONE-MAN FOG! IF I DIDN'T KNOW YOU, I'D SAY YOU WERE STRICTLY OFF THE WALL!

CAN WE GIVE YOU A LIFT, PETE?

NO THANKS! I HAVEN'T FAR TO GO!

THEN REV 'ER UP, HARRY BOY! SEE YA, PETEY... WE'RE WHEELIN' WHERE THE ACTION IS!

WHAT A PRIZE CHUMP I AM FOR WORRYING, WHEN I HAVE TO BREAK A DATE WITH MARY JANE!

LOOKS LIKE SHE COULDN'T CARE LESS---LONG AS SHE'S GOT A JOE WHO'LL TAKE HER WHERE SHE WANTS TO GO!

NO DOUBT ABOUT IT... THAT CHICK'S AS PRETTY AS A PUMPKIN SEED--- BUT, JUST ABOUT AS SHALLOW!

AND, I NEVER REALIZED HOW ICKY IT CAN BE--- LISTENING TO A GAL WHO'S ON ALL THE TIME!

OR, MAYBE IT'S MY FAULT! I'M JUST TRYING TO BLAME MY BLUE FUNK ON HER!

IT'S ALMOST TIME TO MAKE THE NEXT PAYMENT FOR AUNT MAY'S VACATION---AND I DIDN'T GET A SINGLE PICTURE OF THE LIZARD THAT I CAN SELL!

AS FOR THAT LAST BATCH OF PIX I SHOT--- I NEVER DID DEVELOP THEM---AND THEY'RE ANCIENT HISTORY BY NOW, ANYWAY!

AND, JUST WAIT'LL AUNT MAY COMES HOME IN A FEW DAYS---AND SEES MY ARM IN A SLING! SHE'LL WORRY HERSELF SICK EVERY TIME I GET ON MY BIKE AGAIN!

ON TOP OF EVERYTHING ELSE, THERE'S MY STUDIES..!

I WAS SUPPOSED TO BE SPENDING THESE PAST DAYS BONING UP ON ALL THE WORK I'VE MISSED! HOW'LL I EVER CATCH UP NOW?

THEN, JUST AS THE BROODING YOUTH REACHES HIS FRONT DOOR---

PETER PARKER, YOU *NAUGHTY* BOY--- COMING HOME SO LATE WHEN YOUR AUNT'S AWAY!

I BROUGHT YOU SOMETHING TO *EAT*... AND, IF YOU'VE ANY *LAUNDRY* YOU'D LIKE ME TO DO, I PROMISED MAY I'D *DO* IT FOR YOU!

MRS. WATSON! GEE, THAT'S SURE *NICE* OF YOU!

OH *DEAR!* WHAT HAPPENED TO YOUR *ARM*, PETER? IS IT...ANYTHING *SERIOUS*? PERHAPS I SHOULD CALL YOUR *AUNT*..?

GOSH *NO*, MRS. WATSON! ..IT'S *NOTHING!* HONEST!

I JUST SPRAINED IT ON MY CYCLE! I'VE GOT TO *REST* IT FOR A FEW DAYS.. THAT'S ALL!

MY! THAT'S A RELIEF! YOU KNOW HOW YOUR AUNT *WORRIES* ABOUT YOU, DEAR!

YOU *SAID* IT, LADY! IF THERE'S *ANYTHING* I KNOW... THAT'S *IT!*

IF ONLY IT WOULD *HEAL* BEFORE AUNT MAY COMES HOME! BUT, THERE'S NOT A *CHANCE!*

I DON'T *WANT* HER WORRYING ABOUT MY BIKE, BUT WHAT *ELSE* COULD I HAVE SAID?

I COULD *HARDLY* ADMIT I GOT INJURED FIGHTING THE *LIZARD* IN MY *SPIDER-MAN* SUIT!

RATS! I DON'T EVEN *FEEL* LIKE EATING NOW!

EVERY PROBLEM I *HAVE* IS CAUSED BY MY BEING *SPIDER-MAN!*

IF I WERE JUST PLAIN *PETER PARKER*, I WOULDN'T HAVE TO BREAK *DATES* RIGHT AND LEFT!

I'D HAVE TIME FOR *STUDYING*... AND WOULDN'T HAVE TO FEEL *GUILTY* WHENEVER AUNT MAY *ASKS* ME SOMETHING!

I'D EVEN BE ABLE TO *TAKE* THAT JOB WITH HARRY'S DAD.. AND EARN A *STEADY* INCOME!

WHY DO I *DO* IT? WHY DO I CONTINUE RISKING MY *LIFE*...CAUSING A THOUSAND UNNECESSARY *PROBLEMS*...A THOUSAND HEARTACHES AND SLEEPLESS NIGHTS?

HAVE I AN INSANE LUST FOR *POWER*... A NEED TO FEEL MORE *IMPORTANT* THAN THOSE AROUND ME?

OR IS IT SOMETHING *DEEPER*... MORE *FRIGHTENING*?

HAS *SPIDER-MAN* BECOME SO MUCH A *PART* OF ME THAT I CAN NEVER LOSE HIM *AGAIN*?

AND, IN ANOTHER APARTMENT, IN ANOTHER SECTION OF THE CITY, THE MOOD IS SOMEWHAT *DIFFERENT*...

IF ONLY THERE WERE SOME WAY I COULD *REPAY* SPIDER-MAN FOR ALL HE'S *DONE* FOR US!

IF THERE WERE SOMETHING I COULD DO FOR *HIM*, IN RETURN..!

WOULDN'T *THAT* BE ONE FOR THE BOOKS, DAD? IMAGINE *US* DOIN' SOMETHIN' TO HELP *SPIDER-MAN!*

I FEEL THE SAME WAY, CURT DEAR.. BUT, IT'S SO *FUTILE*...

--AFTER ALL, SPIDER-MAN IS SO *POWERFUL*, SO SELF-SUFFICIENT!

WHAT HELP COULD *HE* POSSIBLY NEED FROM ANYONE ELSE?

A PERSON LIKE *HIM* PROBABLY HAS EVERYTHING A MAN COULD WISH FOR!

NEXT:

PETER PARKER'S PAD!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. | 46 MAR

WHO *SAYS* THIS ISN'T THE *MARVEL AGE* OF VILE NEW VILLAINS? YOU AND SPIDEY ARE ABOUT TO BE JOLTED BY: "The SINISTER SHOCKER!"

THE AMAZING SPIDER-MAN!

"THE SINISTER "SHOCKER!""

IT STARTS OUT LIKE ANY OTHER NORMAL DAY.. FOR A NEIGHBORHOOD *SPIDER-MAN*, THAT IS! WHILE GINGERLY DOING SOME FRIENDLY *WALL-CRAWLING*, WAITING FOR HIS INJURED ARM TO HEAL, *SPIDEY* SUDDENLY FEELS THE ENTIRE BUILDING *SHAKE*... AS HE IS HURLED FROM HIS PRECARIOUS PERCH --!

A STAN LEE JOHN ROMITA *SPIDERIFFIC SPECTACULAR!*

LETTERED BY: SAM ROSEN

THE WHOLE *WALL* -- IT'S *VIBRATING!!* BUT WHY? *HOW?*

WEB YOURSELF FIRMLY TO YOUR SEAT, SPIDOPHILE.. AND BE SURE YOUR MASK'S ON TIGHT! *THIS* ONE'S GONNA KNOCK YOU OUTTA YOUR TREE --!

I'VE HEARD OF *PEOPLE* SHAKING WITH FRIGHT...

BUT, A WHOLE *WALL* QUIVERING?

I'LL GET MY AUTO-MATIC *CAMERA* SET UP... POINTING TOWARD THAT WINDOW!

THEN, I'LL JUST PAY A LITTLE *VISIT* INSIDE!

THERE'S SOMETHING ABOUT BEING SHOOK-UP BY A *WALL* THAT AFFECTS MY SPIDERY *CURIOSITY!*

WELL, WELL! LOOKS LIKE I'M JUST IN *TIME!*

DON'T YOU KNOW THAT SAFE-CRACKERS ARE *BAD GUYS*..?

AND, BAD GUYS ALWAYS *LOSE!*

SPIDER-MAN!

WELL, I'M NOT HUBERT HUMPHREY!

I'LL RAM THOSE WISE-GUY *WORDS* RIGHT DOWN YOUR THROAT!

NOT FROM OVER *THERE* YOU WON'T!

MY BLOW DOESN'T EVEN HAVE TO *REACH* YOU..!

...UNLESS YOU CAN PUNCH CLEAR ACROSS A *ROOM!*

THIS IS WHY THEY CALL ME ..*THE SHOCKER!*

KLIK!

THAT'S HOW THE *WALL* SHOOK! HE'S GOT SOME *GAD-GET* ON HIS FIST... IT CAUSES VIOLENT *VIBRATIONS!*

IT MUST BE HOW HE OPENED THE *SAFE!*

BOY! I SURE GET THE *PICK* OF THE CROP!

JUST MY LUCK TO RUN INTO A JOKER *STRONG* ENOUGH TO CAUSE A *BRICK WALL* TO SHAKE WHEN HE USES HIS *POWER!*

TRY TO STOP ME *AGAIN*, AND YOU WON'T GET OFF SO *EASY!*

HE'S CUTTING OUT WITH THE *MONEY* HE STOLE!

I'VE GOTTA BE *CAREFUL!* THAT *VIBRATION GIZMO* OF HIS IS LIKE BEING KICKED BY A KING-SIZE *MULE!*

AND SPEAKING OF *KICKS*...

NOW DON'T GET THE FEEL-ING I'M *MAD* AT YOU---

IT'S JUST THAT I HATE *ANYBODY* TO SKIP AROUND TOWN IN A JAZZIER COSTUME THAN *MINE!*

SPTOK!

BTAMMM!

ALL RIGHT... YOU *ASKED* FOR IT, *FOOL!*

SEE HOW YOU LIKE A PUNCH WITH A *TRIP-HAMMER VIBRATION SHOCK* ADDED!

I'M MORE INTERESTED IN MY STOLEN *WEALTH* THAN I AM IN BATTLING MY *INFERIORS!*

I *GAVE* YOU YOUR CHANCE TO ESCAPE UNHARMED... YOU WOULD HAVE BEEN WISER TO *TAKE* IT!

THE *VIBRO-SHOCK* UNIT ON MY FISTS MAKES MY BLOWS A *DOZEN TIMES* MORE POTENT THAN NORMAL!

FPOK!

=UNNHHH...!=

OH, BRO-THER! THAT CLOWN'S AS GOOD AS HE SAYS HE IS!

AND, HAVING TO FIGHT WITH A TAPED-UP, INJURED ARM ISN'T EXACTLY HELPING MY CHANCES ANY!

STAY WHERE YOU ARE, SPIDER-MAN! IT'LL SAVE YOU THE TROUBLE OF FALLING AGAIN AFTER MY NEXT BLOW!

UH OH! I'D BETTER GET A MOVE ON... FAST!

FTOOF!

YOU CAN'T SAY I DIDN'T MEET YOU HALF-WAY!

PARDON MY HEAD, SHOCKER!

UHHH! IT'S HARD TO NAIL HIM WITH A PUNCH!

HE'S GOT ANOTHER BUILT-IN GADGET THAT MAKES HIM VIBRATE... DEFLECTING THE FORCE OF MY BLOW!

BUT THEN, BEFORE SPIDEY CAN DRAW BACK HIS ONE GOOD ARM, TO LAUNCH ANOTHER BLOW... THE SHOCKER STRIKES AGAIN... WITH A DOUBLE VIBRO-SMASH...!

CK!

BTR

NO ONE THAT LIVES CAN STAND UP TO MY TWIN PUNCH... WITH THE COMBINED FORCE OF BOTH MY VIBRO-SMASHERS!

EVEN IF YOU HAD THE USE OF BOTH YOUR ARMS, YOU'D STILL BE TOTALLY HELP-LESS BEFORE THE SUPERIOR POWER OF..THE SHOCKER!

NEXT TIME YOU'LL KNOW BETTER THAN TO CHALLENGE YOUR SUPERIORS!

MY VIBRO-BLAST POWER MAKES ME THE MOST INVINCIBLE HUMAN ON EARTH...AS YOU HAVE ALREADY LEARNED!

NO ONE CAN HURT ME WHEN I CAN DEFLECT ANY BLOW BY VIBRATING..

NO ONE... NOT EVEN THE SADDER BUT WISER SPIDER-MAN!

SECONDS LATER...

WOW-EEEE-! NOW I KNOW HOW A BELL CLAPPER FEELS!

OF ALL THE GUYS TO TACKLE WITH A BAD ARM... I HADDA PICK HIM!

WELL, EVEN THOUGH HE GAVE ME MY LUMPS...AT LEAST I'LL HAVE SOME SHOTS OF HIM!

I'M GLAD I THOUGHT TO LEAVE MY CAMERA HERE... SET ON AUTOMATIC!

I GUESS THINGS COULD HAVE BEEN WORSE...

AT LEAST I'M LUCKY MY ARM WASN'T HURT WHILE I WAS ACTING LIKE A PART-TIME PUNCHING BAG!

HMM...IT'S HEALING PRETTY WELL NOW!

BUT, I'D STILL BETTER KEEP IT IMMOBILE FOR A LITTLE WHILE LONGER!

THE NEXT TIME I MEET THE SHOCKER... I WANNA BE SURE I CAN USE IT!

WE'LL, I'D BETTER GET TO THE BUGLE AND SELL MY PIX TO JOLLY JONAH WHILE THEY'RE STILL NEWS!

ALTHOUGH, WHEN HE SAID I'D BE HELPLESS AGAINST HIM WITH EVEN TWO ARMS...I HAVE A FEELING HE MEANT IT!

WHATEVER ELSE HE MAY BE, THAT JOE IS GONNA BE NO PUSHOVER!

HI, THERE, PETE! CAN I GIVE YOU A LIFT?

YOU SURE CAN, HARRY...IF YOU'RE HEADING TOWARDS THE BUGLE!

IT'S A DEAL! HOP IN...THERE'S SOMETHING I'VE BEEN WANTING TO TALK TO YOU ABOUT, ANYWAY!

GREAT! AT LEAST IT'LL TAKE MY MIND OFF THE SHOCKER!

I'VE GOT AN OFFER TO MAKE YOU, SON!

AN OFFER?

I FINALLY CONVINCED DAD THAT IT TAKES ME *TOO LONG* TO DRIVE TO AND FROM SCHOOL EACH DAY ALL THE WAY FROM OUR HOME IN WESTCHESTER!

DON'T TELL ME HE'S BUYING YOU A *WHIRLYBIRD*, HARR?

NOPE! EVEN *BETTER* THAN THAT, PETE!

HE GOT ME THE GREATEST LITTLE *APARTMENT*... JUST A COUPLE OF BLOCKS FROM CAMPUS!

YOUR OWN *PAD*, DAD? THAT'S *TERRIFIC*! BOY, WOULDN'T *I* GO FOR SOMETHING LIKE THAT!

THAT'S WHAT I *HOPED* YOU'D SAY..!

THIS NEW LITTLE INGLENOOK OF MINE HAS *TWO*..COUNT 'EM... *TWO* BEDROOMS..!

AND, IF YOU WANTED TO *SHARE* THE PLACE WITH ME, PETE, I'LL BET WE COULD HAVE A *BALL*!

GOSH, HARRY... IT WOULD BE THE *END*... BUT, I DON'T KNOW IF I COULD *AFFORD* IT!

YOU DIDN'T *READ* ME, SON! I SAID DAD *GOT* ME THE PLACE... *HE'S* FOOTING THE RENT BILL!

SO WHAT'S THE *VERDICT*, MR. P.?

I'D LEAP AT IT IN A *SECOND*, HARRY... 'CEPT FOR ONE THING!.

I'VE GOT TO FIND OUT HOW *AUNT MAY* WOULD TAKE IT!

YOU KNOW, I'M THE ONLY RELATIVE SHE'S *GOT*... AND SHE'S SORT OF *DEPENDENT* ON ME!

LET ME CHECK IT OUT WITH *HER* FIRST AS SOON AS SHE GETS BACK! AND THANKS A *MILLION*, FELLA!

DAILY BUGLE

SURE THING, PETE! I'LL WAIT TILL I *HEAR* FROM YOU!

IT'S FUNNY THE WAY HARRY AND I HAVE BECOME REAL GOOD FRIENDS... WITHOUT HIM EVER SUSPECTING WHO I REALLY *AM*... OR THAT I'M THE ONE WHO SAVED HIS *FATHER* WHEN HE WAS THE *GREEN GOBLIN* A WHILE BACK!

SEE YOU *LATER*, PETE!

BY THE WAY, NEXT TIME YOU SEE *MARY JANE*, LEMME KNOW, AND I'LL CALL *GWEN*! THEY'D MAKE A JAZZY *DOUBLE-DATE*!

YOU *KNOW* IT!

HE'S SURE BEEN SEEING A LOT OF *GWEN* LATELY..!

NOW WHY SHOULD *THAT* BOTHER ME? *I'VE* HARDLY GIVEN HER THE TIME OF DAY SINCE *M.J.* MADE THE SCENE!

HELLO, PARKER!

BOY! SOMETIMES I THINK THE HARDEST THING IN THE WORLD IS FOR A FELLA TO JUST KNOW HIS OWN *MIND*!

HE DIDN'T *HEAR* ME!

PERHAPS IT'S JUST AS WELL! THIS IS MY CHANCE TO DO SOMETHING I'VE BEEN *WANTING* TO DO..!

I'VE ALWAYS *WONDERED* HOW HE MANAGES TO GET SO MANY EXCLUSIVE PHOTOS OF *SPIDER-MAN* IN ACTION!

I'M *POSITIVE* THERE'S SOME *CONNECTION* BETWEEN PARKER AND THAT WILY WEB-SLINGER...

AND *THIS* IS MY CHANCE TO DISGUISE MYSELF AS *PATCH* ONCE MORE, AND *TAIL* HIM TILL I LEARN HIS SECRET!

SOMETHING TELLS ME THERE'LL BE A GREAT *STORY* IN IT IF MY SUSPICIONS ARE CORRECT!

MR. JAMESON... MAY I *SEE* YOU FOR A MINUTE?

WASSAMATTER, PARKER? YOU FORGOT WHAT I *LOOK* LIKE?

NOBODY COULD FORGET A THING LIKE *THAT*.. SIR!

AWRIGHT.. AWRIGHT! WHAT'S ON YOUR *MIND*?

WHAT'S ON MY *MIND* ISN'T FOR *SALE*, MR. J..

BUT I'VE GOT SOME *PHOTOS* FOR YOU THAT *ARE*!

IT'S ABOUT *TIME*!

A NEW COSTUMED CREEP, EH? CALLS HIMSELF THE *SHOCKER?*

AND, AS FAR AS I KNOW--- THESE ARE THE *ONLY* PHOTOS OF HIM *ANYWHERE!*

HE LOOKS LIKE A *NUT*... BUT HE'LL SURE SELL *NEWSPAPERS!*

THAT'S WHAT I *FIGURED!* SO HOW ABOUT SOME *BREAD?*

IF YOU'RE *HUNGRY*, GO TO THE DOWNSTAIRS *COMMISSARY*... AND CHARGE IT TO *ME!*

I WAS REFERRING TO *SCRATCH*--- *LONG GREEN*... *FOLDING STUFF*.. *MONEY*, TO YOU!

MONEY?? DON'T YOU *TRUST* ME, PARKER?

A QUESTION LIKE *THAT* CAN RUIN A GREAT RELATION-SHIP, JJ!

ALL RIGHT, YOU YOUNG *SHYLOCK!* I'LL HAVE BETTY BRANT GET YOU A CHECK!

ISN'T THIS *COFFEE-BREAK TIME* UP HERE?

COFFEE-BREAK! BIG DEAL! THE ONLY THING NO ONE TAKES IS A *WORK BREAK* IN THIS PLACE!

PAY NOW-- CRY LATER!

MISS BRANT! WHERE IN BLAZES *IS* THAT GIRL?

BLASTED GOLD-BRICKIN' LAZY NO-GOODS!

THUMP! BAM!

EVERYONE TAKES *ADVANTAGE* OF ME!

HERE... *I'LL* WRITE OUT YOUR BLASTED CHECK!

I'M *FLATTERED!* I KNOW THOSE THINGS SLIP THROUGH YOUR FINGERS LIKE *GLUE!*

VER-RY, FUNNY! NOW *TAKE OFF* WHILE I GET 'EM TO STOP THE PRESSES!

GXXx$:-!!! EVEN THE *PRESS ROOM* DOESN'T ANSWER!

HOW LONG DO COFFEE-BREAKS *LAST* AROUND HERE, ANYWAY?

I OUGHT'A GIVE UP *PUBLISHING* AND START RAISIN' *COFFEE BEANS!*

THANKS FOR THE *DOUGH*, MR. JAMESON!

...KEEP *SMILIN'*, SWEETIE!

GOSH, I ALMOST *FORGOT!* AUNT MAY'S *TRAIN* WILL BE ARRIVING IN A FEW MINUTES!

I'VE GOT TO *MEET* HER AT THE STATION!

I CHANGED TO *PATCH* JUST IN TIME! PARKER'S LEAVING *NOW..!*

IF I CAN STAY WITH HIM *LONG* ENOUGH, HE'S *GOT* TO LEAD ME TO *SPIDER-MAN* SOONER OR LATER!

IT'S *IMPOSSIBLE* FOR ANYONE TO ALWAYS BE ON THE SPOT TO SNAP PHOTOS WHENEVER THAT WALL-CRAWLER IS AROUND--- *UNLESS* THEY'RE WORKING *TOGETHER!*

AND, IF THEY *ARE*... I'M BOUND TO GET THE *EVIDENCE* IF I DON'T LOSE SIGHT OF *PARKER!*

THERE'S JUST TIME FOR ME TO *WALK* TO THE STATION!

BUT, PETER PARKER'S TIME MAY BE RUNNING OUT--- FASTER THAN HE SUSPECTS! FOR, AT THAT MOMENT, IN ANOTHER PART OF TOWN---

EVERYTHING WENT *PERFECTLY!*

NOBODY'LL THINK TO LOOK FOR ME *HERE* IN AN OLD, ABANDONED LOFT BUILDING!

AND, IF THAT MEDDLESOME *SPIDER-MAN* BUTTS IN AGAIN, I'LL FINISH HIM FOR *GOOD* NEXT TIME!

IN FACT, IT MIGHT BE A *GOOD IDEA* TO DESTROY HIM--- JUST TO SHOW THE *WORLD* HOW *POWERFUL* I AM!

NOW, IT'S TIME TO *COUNT* THE RESULTS OF MY DAY'S WORK... TO SEE IF MY POWER HAS *PAID OFF!*

AH! HUNDREDS AND HUNDREDS OF GREEN-BACKS! ALL *WON* BY THE MIGHT OF THE *SHOCKER!*

THIS IS WHAT I ALWAYS *DREAMED* OF... IN THE *OLD* DAYS..

"I REMEMBER HOW IT WAS *BEFORE* I GAINED MY GREAT *VIBRATING* POWER... I WAS JUST A TWO-BIT SAFE-CRACKER... BUMBLING... FRIGHTENED.."

I'M A TWO-TIME LOSER! CAN'T AFFORD TO GET NABBED *AGAIN!*

OH *NO!* THERE WERE EXTRA GUARDS HERE TONIGHT! THEY *HEARD* THE NITRO!-!

I AIN'T GOT A *CHANCE!*

"SINCE I WAS GOOD WITH *TOOLS*, THEY PUT ME IN THE PRISON WORK-SHOP! BUT, I HAD ONLY *ONE THING* ON MY MIND... DURING ALL THOSE LONG, ENDLESS MONTHS.. "

IF I EVER GET *OUT*... I'LL DO THINGS *DIFFER-ENT!* THEY'LL NEVER CATCH ME *AGAIN!*

I'LL DESIGN A SET OF TOOLS THAT CAN OPEN *ANY* SAFE--SILENTLY --IN *SECONDS!*

"BUT, WHILE WORKING ON MY TOOLS... A ONE-IN-A-MILLION *INSPIRATION* HIT ME..!"

A GADGET THAT CAN *SHAKE* A SAFE DOOR LOOSE WOULD BE BETTER THAN ANY-THING *ELSE!*

IF I CAN JUST FIND A WAY TO *CONTROL* THE SHOCK OF THE *VIBRATIONS*---!

LUCKILY, NO ONE HERE SUSPECTS WHAT I'M *REALLY* WORKING ON!

"THEN, MONTHS LATER... MY DEVICE WAS *READY!* IN THE DEAD OF NIGHT, WHEN MY CHANCES WERE THE GREATEST... I *USED* IT... AGAINST THE BRICK WALL, LEADING TO *FREEDOM..!"*

THIS IS *IT!* IT'S GOT TO WORK THE *FIRST* TIME... OR I'M *FINISHED!*

"IT *WORKED!* IT WORKED BETTER THAN I COULD HAVE *DREAMED!* THE WALL WAS SHATTERED WITHIN *SECONDS!* BUT, *I* WAS ALMOST INJURED TOO BADLY TO MAKE A RUN FOR IT..!"

I DIDN'T REALIZE THAT THE *FEEDBACK* WOULD BE SO STRONG! LUCKY I WASN'T *KILLED!*

BUT, I'LL WORRY ABOUT THAT *LATER*... ONCE I'M SAFELY *OUTTA* HERE!

"AND, WORK ON IT I *DID!* HOUR AFTER HOUR...DAY AFTER DAY-- WEEK AFTER WEEK--UNTIL FINALLY, JUST A SHORT TIME AGO--"

IT'S *FINISHED!*

THE FOAM-LINED FABRIC AND HEAVY BOOTS WILL *ABSORB* ANY FUTURE *SHOCKS!*

WHILE MY *BELT* WILL CONTAIN A LIFETIME *BATTERY* FOR A PERMANENT *POWER PACK!*

"BY LOCATING MY *VIBRA-SHOCK* UNITS WITHIN MY METAL *KNUCKLE PLATES*.. AND MAKING THEM *THUMB-OPERATED*...I KNEW I HAD MADE MYSELF *UN-BEATABLE!*"

AND, FROM THIS DAY ON, **THE SHOCKER** HAS PROVEN HIMSELF *SUPREME!*

NO ONE THAT LIVES CAN *STOP* ME!

MEANWHILE, AT THE NEWLY-CONSTRUCTED PENN STATION, MRS. *MAY PARKER* WAITS FOR HER BELOVED NEPHEW---

PETER SHOULD *BE* HERE AT ANY MINUTE!

OH DEAR.. I WONDER HOW HE'S GOING TO TAKE THE *NEWS* I HAVE FOR HIM--?

AUNT MAY!

THAT'S *HIM!*

PETER, DEAR, I'M SO GLAD TO... *OH!* YOUR *ARM!* WHAT *HAPPENED?*

NOTHING, AUNT MAY! JUST A LITTLE *SPRAIN!* IT'LL BE OKAY IN A DAY OR SO!

SAY! YOU LOOK *WONDER-FUL!* THE REST MUST HAVE BEEN *GOOD* FOR YOU!

HOW WILL I *EVER* BRING MY-SELF TO *SAY* IT--

YES, DEAR...I HAD A *WONDERFUL* TIME! BUT NOW---THERE'S SOME-THING I MUST *TELL* YOU...!

CAN IT *WAIT* JUST A SEC, AUNT MAY? I'VE GOT A REAL IMPORTANT MATTER TO DISCUSS WITH *YOU!*

GOSH! WHY THE *TEARS?* WHAT'S *WRONG?*

NOTHING, PETER! IT JUST THAT I'M SO *WORRIED* ABOUT YOU...!

WORRIED? WHY??

I KNOW HOW *DEPENDENT* YOU ARE UPON ME, DEAR, AND... *OH*, I'VE JUST *GOT* TO TELL YOU..!

MRS. *WATSON* IS SO LONELY SINCE *MARY JANE* MOVED AWAY... AND, SHE WANTS ME TO COME AND *STAY* WITH HER!

I'D *LOVE* TO DO IT... BUT IT WOULD MEAN LEAVING *YOU* ALL ALL ALONE AT HOME..!

IF ONLY I HAD THE *NERVE* TO TELL HER THAT I WANT TO MOVE OUT... TO BE ON MY OWN...!

WAIT A MINUTE! *WHAT* DID SHE SAY..??

YOU WANT TO MOVE IN WITH *MRS. WATSON?* BUT... YOU'VE BEEN WORRIED ABOUT LEAVING *ME* ALONE?!!

OH, PETER... I WAS *AFRAID* YOU'D TAKE IT THIS WAY! I.. I DIDN'T WANT TO *UPSET* YOU!

UPSET ME? MRS. MAY PARKER, IT'S TIME YOU THOUGHT OF *YOURSELF* FOR A CHANGE!

STAYING WITH YOUR FRIEND, MRS. WATSON, WOULD BE JUST WHAT YOU *NEED!* YOU'D HAVE *COMPANY*... AND SOMEONE WHO'D ALWAYS *BE* THERE TO LOOK AFTER YOU WHEN YOU NEED IT MOST!

BUT, WHAT ABOUT *YOU*, DEAR? WHAT WOULD *YOU* DO?

I'M NOT A *CHILD* ANY MORE, AUNT MAY... IT'S *TIME* I WAS GETTING OUT ON MY OWN! I'LL SHARE AN APARTMENT WITH *HARRY OSBORN*, ONE OF MY CLASSMATES!

AND THAT MEANS YOU CAN *SELL* THE HOUSE.. AND HAVE ENOUGH MONEY TO LIVE COMFORTABLY FOR THE NEXT FEW *YEARS!*

I'M SO HAPPY... THAT YOU'RE *TAKING* IT LIKE THIS...

THUS, A SHORT TIME LATER...

MAY, DEAR! HOW *WONDERFUL* YOU LOOK! COME IN AND TELL ME ALL ABOUT YOUR TRIP!

HELLO, MRS. WATSON! HI, MARY JANE! AUNT MAY HAS SOMETHING TO *TELL* YOU!

OH, *ANNA* DEAR... I'VE THE MOST *THRILLING* NEWS..!

...IT'S ALL RIGHT WITH *PETER* IF I MOVE *IN* WITH YOU!

I *TOLD* YOU IT WOULD BE! YOU'VE *ALWAYS* WORRIED ABOUT THAT BOY MUCH TOO MUCH!

AS FOR *YOU*, YOUNG LADY, WHAT SAY WE SKIP OVER TO THE *SILVER SPOON* TO CELEBRATE?

CELEBRATIONS ARE MY FAVORITE PEOPLE, DAD! LET'S CUT OUT!

HI, MARY JANE! WHERE'D YA DIG UP THE SON OF FRANKENSTEIN?

BELA LUGOSI *RENTED* HIM TO ME! BUT, DON'T GET HIM RILED TILL *AFTER* HE'S PAID FOR MY SODA, HEAR?

ANYWAY, WHAT'S *SHAKIN'*, TIGER?

NOTHING MUCH! WE WERE JUST GETTING SET TO SPIN A FEW PLATTERS!

C'MON *IN!* THE STRAWS'RE ON *ME!*

WOW! WHO'S THAT *DOLL* DANCING OVER TH... *HEY!*

IT'S *GWEN!* I DIDN'T *RECOGNIZE* HER AT FIRST! LOOK AT HER *GO!*

BUT, WHY AM I SO *SURPRISED?* I NEVER *FIGURED* HER FOR THE *WALL-FLOWER* TYPE!

HMM.. GWEN'S NOT *BAD*, DAD! NOT *GOOD*, MAYBE -- BUT NOT BAD!

BEFORE I FORGET, I WANTED TO *TELL* YOU TWO...

FLASH'S *FAREWELL PARTY* IS JUST ABOUT ALL SET! WE'LL HOLD IT RIGHT *HERE*, AT THE SILVER SPOON, WHEN HE GETS HIS INDUCTION DATE!

WE WANT IT TO BE A REAL *BLAST!* HE'S THE FIRST ONE OF THE CROWD TO BE *DRAFTED!*

YEP! WE'VE GOTTA DO IT UP *RIGHT* FOR OL' FLASH!

MMM *MMM!* THERE'S SOMETHING ABOUT A MALE IN *UNIFORM!* IT'S *WOW* CITY!

I WONDER HOW A *SPIDEY COSTUME* WOULD GRAB HER?

HEY, GANG... DIDJA SEE THE BUGLE'S EXTRA?
SOME NUT NAMED THE SHOCKER MADE A MONKEY OUTTA SPIDER-MAN!
YEAH? THAT'LL BE THE DAY!
BUT, THERE'S PICTURES, 'N EVERYTHING!
PROBABLY FAKES! OR ELSE SPIDEY WASN'T EVEN TRYIN'!
DAILY BU
SHOCKER SMASHES SPIDER-MAN!
FAR AS I'M CONCERNED, NOBODY CAN BEAT THE OL' WEB-SLINGER!

POOR FEARLESS FLASH! HE'S PROBABLY SPIDER-MAN'S BIGGEST BOOSTER! BUT, IF HE EVER FOUND OUT WHO SPIDEY REALLY IS.. FORGET IT!
READY TO DIVE INTO A TWO-SCOOPER WITH ME NOW, M.J.?
NOT WHILE THE JUKE IS JUMPIN', DAD! SINCE YOU CAN'T SHAKE UP A STORM WITH YOUR WING IN A SLING, I'LL TAKE A RAIN CHECK TILL THE COINS RUN OUT!
IT'S JUST AS WELL! I WANNA LOOK FOR THE SHOCKER, ANYWAY!
I'LL BE TAKING OFF, SOON!
HAVE A HAPPY!

SAY, HARRY... REMEMBER THAT OFFER YOU MADE ME THIS MORNING?
WELL, I HOPE YOU DON'T SNORE, SON!
HEY! YOU MEAN IT WAS OKAY WITH YOUR AUNT? MAN.. THAT'S THE LIVIN' END!
WELL, WHAT ARE YOU STANDIN' AROUND FOR? GO HOME AND PACK, JACK
HOW ABOUT DANCING WITH A LADY, MR. OSBORN?
THIS IS MY CHANCE TO TAKE OFF AFTER THE SHOCKER!
KEEP A CANDLE IN THE WINDOW FOR ME, ROOMMATE!

AND THAT'S THAT! BOY, GWEN NEVER LOOKED MORE GORGEOUS.. BUT SHE SURE DIDN'T KNOCK HERSELF OUT FALLIN' ALL OVER ME!
WHAT'S WRONG WITH ME, ANYWAY? WITH A BOMBSHELL LIKE M.J. IN THE PICTURE, I'M STILL NOT SATISFIED!
IT'S JUST THAT THERE'S SOMETHING ABOUT GWEN THAT SINKS ME... OR IS IT BECAUSE SHE'S MORE "HARD TO GET"?
NUTS! NEXT THING I'LL BE WRITING TO DEAR ABBY!
I'D BETTER SWITCH TO SPIDEY, AND DO SOME WEB-SWINGING!

HMMM! PARKER LOOKS LIKE HE'S OUT FOR MORE THAN JUST AN EVENING STROLL!
I'VE A HUNCH PATCH IS ABOUT TO LEARN HIS CONNECTION WITH SPIDER-MAN AT LAST!

AND THEN, EXACTLY SIXTY SILENT SECONDS LATER...
THERE'S SPIDEY... IN THAT ALLEY!
UH OH! MY SPIDER-SENSE IS TINGLING LIKE MAD! SOMEONE'S WATCHING ...NEARBY!
BUT... WHAT BECAME OF PETER PARKER?

IT'S PATCH... THE STOOL-PIGEON!
IF HE SAW ME WALTZ IN HERE AS PETE PARKER... AND SEES ME NOW AS SPIDEY... HE WON'T HAVETA BE AN EINSTEIN TO DIG MY SECRET!
I'VE GOTTA THINK OF SOMETHING ...BUT FAST!

FOSWELL... YOU'RE A FAT-HEADED, FEEBLE-MINDED FOOL!
HERE I'VE BEEN WONDERING WHERE PARKER WENT TO... AND THE ANSWER'S BEEN STARING ME IN THE FACE ALL THE TIME!
I SHOULD HAVE GUESSED IT... HE DIDN'T GO ANY-WHERE...
PARKER IS SPIDER-MAN!
AND I'M THE ONLY ONE WHO KNOWS IT!

BUT THEN, THE STARTLED PATCH SUDDENLY HEARS...
HI, SPIDEY!
NO WONDER I COULDN'T FIND YOU... HIDING UP IN THE SHADOWS LIKE THAT!
PARKER, I TOLD YOU TO MEET ME HERE BECAUSE I'M GOING AFTER THE SHOCKER TONIGHT!
GET YOUR CAMERA LOADED... AND WAIT FOR MY CALL! GOT IT?
YOU CAN COUNT ON ME, SPIDEY!
TWO VOICES! ONE... PARKER... AND THE OTHER..
THE OTHER'S SPIDER-MAN!
THEN.. I WAS WRONG!

AND REMEMBER.. I GET 50% OF THE *MONEY* YOU RECEIVE FOR SELLING THE *PICTURES!*

DON'T WORRY! YOU'RE THE *ONE* GUY I'M NOT ABOUT TO START *CHEATING!*

LUCKY I CAN CHANGE THE TONE OF MY *VOICE* BY RAISING AND LOWERING MY *FACE MASK!*

NOW FOR A *QUICK CHANGE* WHILE I KEEP *TALKING!*

GOOD OL' *SPIDER SPEED*.. I COULDN'T *DO* THIS WITHOUT IT!

WHAT IF YOU CAN'T *BEAT* THE SHOCKER, SPIDEY?

YOU KIDDIN'? JUST TAKE THE *PIX*, PARKER---*I'LL* DO THE REST!

WHEW! IF I GET *AWAY* WITH THIS, IT'LL BE A *MIRACLE!*

HE'S STILL LISTENING, ON THE OTHER SIDE OF THE WALL!

JUST *STAY* THERE, PATCH... WHILE I RIG UP A *WEB-DUMMY* OF OL' *SPIDER-MAN!*

I'LL HANG IT BY ITS OWN WEBBING, AND GIVE IT A *SHOVE* TO START IT SWINGING!

YOU DIDN'T TELL ME WHERE YOU'RE *GOING*, SPIDEY?

NUTS! HE'S ALWAYS SWINGING OFF WITHOUT *ANSWERING!*

WELL, THAT'S *IT!* I'M NOT *BRANDO*, BUT I HOPE I ACTED GOOD ENOUGH TO FOOL MY ONE-MAN AUDIENCE!

HOW *ABOUT* THAT! I WAS *DEAD WRONG!* PARKER IS STILL *STANDING* THERE WHILE THE WEB-HEAD SWINGS AWAY!

I ALMOST MADE A KING-SIZED *JACKASS* OUT OF MYSELF! HOW COULD I HAVE THOUGHT A TEEN-AGED NOBODY LIKE *PARKER* COULD ACTUALLY BE *SPIDER-MAN!*

WELL, ANYWAY, I FOUND OUT HOW THE KID GETS THOSE EXCLUSIVE *PHOTOS!* HE'S GOT A *DEAL* COOKING WITH SPIDER-MAN! THE MASKED MAN *TIPS HIM OFF* WHEN HE'S GOING INTO ACTION --- AND THEN PARKER SPLITS THE MONEY HE GETS FOR THE PIX WITH *SPIDEY!*

IT *STILL* DOESN'T SOUND KOSHER, THOUGH! YOU'D THINK A GUY LIKE *SPIDER-MAN* COULD MAKE ALL THE DOUGH HE *WANTS!*

BUT, WHY *FIGHT* IT? I *SAW* THEM--- AND *HEARD* 'EM WITH MY OWN EARS!

OH, *BRO*-THER! WAS *THAT* A CLOSE ONE!

FOR A *WHILE* THERE IT LOOKED LIKE I COULD JUST KISS MY "SECRET IDENTITY BIT" BYE-BYE FOR *GOOD!*

WELL, NOW THAT *SHOW TIME'S* OVER--!

I'VE ABOUT *HAD* IT WITH THAT BLAMED *SLING!*

MY ARM'S *STILL* A LITTLE SORE, BUT WHAT THE HEY!

WHO EVER HEARD OF A SWINGIN' SUPER-HERO *BABYING* HIMSELF?

THIS IS A MIGHTY *BIG* TOWN!

SO WHERE DO I START *LOOKING* FOR THE *SHOCKER?*

DOWN BELOW... A *COP*.. RUSHING TO A *CALL BOX!* I'D BETTER GRAB A *LISTEN*..!

THAT'S *RIGHT*, SARGE! I GOT A REPORT OF *TREMORS* NEAR THE FEDERAL RESERVE BANK!

BETTER SEAL OFF THE SECTOR! IT MIGHT BE THE *SHOCKER!*

YOU CAN SAY *THAT* AGAIN!

BOY! IF IT HAD HAPPENED THAT EASY IN A *MOVIE*, I'D SAY IT WAS TOO *PHONY!*

BUT, FOR *ONCE* IT'LL BE A *PLEASURE* NOT TO WASTE HALF THE NIGHT *SEARCHING!*

THE FED RESERVE IS ONLY A FEW BLOCKS FROM HERE!

WOW! THERE'S NO DOUBT ABOUT *THESE* TREMORS!

IT FEELS LIKE THE WHOLE *BUILDING'S* SHAKING ITSELF APART!

OKAY, *SHOCKER*... ROUND *TWO* COMIN' UP!

A *VOICE! BEHIND* ME! WHO--??

THANKS FOR LEAVING A *HOLE* FOR ME TO *ENTER* THROUGH, PAL!

SPIDER-MAN!

YOU WERE EXPECTING MAYBE THE MAN FROM *UNCLE?*

SKRAST!

STILL A WISE-GUY, EH? WELL, LET'S SEE WHERE IT GETS YOU!

I CAN KNOCK YOU OFF THAT PERCH WITHOUT EVEN HALF TRYING!

ALL IT TAKES IS A SIMPLE TWIN VIBRO-SHOCK BLAST!

HOOO BOY! THIS IS WHERE I CAME IN!

KRRAK!

WELL, MAYBE I CAN'T STOP MYSELF FROM FALLING...

BUT, I CAN SURE PROVIDE A NICE SOFT WEB CUSHION FOR ME TO LAND ON!

I'LL MAKE SURE YOU NEVER INTERFERE WITH ME AGAIN!

NOW LOOK... DON'T KNOCK YOURSELF OUT ON MY ACCOUNT!

BUT, IF YOU FEEL YOU HAVE TA PLAY WITH THAT SHOCK GIZMO OF YOURS... TRY JUGGLING THIS FOR A WHILE!

YOU EXPECT ONE MEASLY PIECE OF CONCRETE TO STOP ME?

YOU'RE DUE FOR A RUDE AWAKENING... RIGHT NOW!

THERE! I'VE TURNED IT INTO PEBBLES BEFORE IT COULD REACH ME!

FZZOPP!

SAY! I'LL BET YOU'D BE A SCREAM AT A PARTY...WITH A LAMPSHADE ON YOUR HEAD!

I'M NOT GOING ANYWHERE!

YOU'RE FASTER THAN I THOUGHT, SPIDER-MAN...!

BUT I'VE GOT A COUPLE OF TRICKS OF MY OWN! JUST STAND THERE, SWEETIE.. AND I'LL SHOW YOU!

BUT NOT FAST ENOUGH!

I TRUST YOU HAVEN'T FORGOTTEN HOW MY VIBRATION POWER MAGNIFIES THE FORCE OF MY PUNCH...

BUT, IF YOU HAVE, I THINK THIS'LL REFRESH YOUR MEMORY!

BI

TOK!

LET'S FACE IT, SHOCKER... YOU'RE ALL HEART!

I'M NOT REALLY USED TO PLAYING THE UNDERDOG...

BUT, GIVE ME TIME, SON... I'LL GET THE HANG OF IT!

HERE'S A LITTLE STUNT THAT MAY AMUSE YOU...

TRY FALLING BACKWARDS WHILE I'VE GOT MY LEG PRESSING AGAINST THE BACK OF YOUR KNEE!

ROP!

AND NOW...THIS MAY NOT BE AS *COLORFUL* AS YOUR METHOD OF FIGHTING...

BUT THERE'S NOTHING LIKE A FROLICSOME *FULL-NELSON* TO MAKE A FELLA SEE THE ERROR OF HIS WAYS!

UHHHH!... BLAST IT... CAN'T *HOLD* 'IM!! HE'S *VIBRATING* HIMSELF OUT OF MY GRIP!

ZZZ

THE *LEAST* YOU COULD DO IS *ANSWER* A FELLA!

UH OH! HERE HE COMES WITH ANOTHER *TWO-HANDER!*

I'M *THROUGH* PLAYING AROUND! HERE'S WHERE I *RID* MYSELF OF YOU... *FOREVER!*

SPIDER-STRENGTH OR *NO,* I CAN'T TAKE MANY *MORE* OF THOSE!

I'VE GOTTA MAKE SURE HE ENDS UP IN SOME PLACE WHERE I'M *NOT..!*

PTHUPP!

PTHUPP!

SLOW DOWN, TIGER! *I'M* NOT GOIN' ANY-WHERE..!

...BUT, *YOU* ARE!

RATS! HE MANAGED TO *CUSHION* MY BLOW AGAIN BY *VIBRATING* HIS BODY AS I CONNECTED!

SPOK!

YOU'VE *OUT-SMARTED* YOURSELF, SPIDER-MAN!

I *MUST* PROVE THAT I'M YOUR *MASTER!*

AND PROVE IT I *WILL!*

HE *MEANS* IT! BUT...I JUST GOT AN *IDEA!* IF IT *WORKS*, I'VE FINALLY FOUND A WAY TO *BEAT* HIM!

BEFORE YOU CAN *REACH* ME... OR MANAGE TO RUN AWAY... I'LL HIT YOU WITH A DEADLY, FULL-INTENSITY *DOUBLE SHOCK BLAST!*

SO, *FAREWELL*, WEB-SLINGER... YOUR *FINAL ACT* HAS JUST ENDED...

AND, THE *CURTAIN* IS DESCENDING.. FOR THE *LAST TIME!*

DON'T *COUNT* ON IT, CUDDLES!

YOUR SHOCKER GIZMOS WON'T *WORK* IF YOUR *THUMBS* CAN'T TOUCH THOSE CRAZY *CONTROL BUTTONS!*

RIGHT?

MY THUMBS!! I CAN'T *MOVE* THEM!

YOU *KNOW* IT, DAD!

THAT'S THE WHOLE *IDEA*, MISTER!

AND IT MEANS YOU CAN'T CUSHION *THIS* LITTLE LOVE-TAP, CAN YOU?

BTOK!

DON'T BOTHER TO *ANSWER!*

SLEEP TIGHT, LITTLE MAN!...YOU'VE HAD A BUSY DAY!

ONCE I SLIP THESE LITTLE DOOHICKEYS OFF YOUR WRISTS, YOU'LL FEEL A LOT MORE *COMFORTABLE*---

...AND SO WILL *I!*

A FEW SECONDS LATER...

THANKS FOR THE *PICTURES* SHOCKY!

NOW YOU'LL BE NICE AND COMFY THERE UNTIL THE *POLICE* ARRIVE, WON'T YOU?

SMILE, DARN IT! THAT *WEBBING'S* MORE EXPENSIVE THAN YOU *THINK!*

IT'S FUNNY... WITHOUT HIS LITTLE *WRIST-SHOCKER SET*, HE'S JUST ANOTHER CHEAP HOOD!

OH, WELL... IT SURE IS A *PLEASURE* TO HAVE EVERYTHING TURN OUT *A-OKAY* FOR A CHANGE!

I CAUGHT MY MAN.. GOT MY PIX.. AND MY *ARM* FEELS AS GOOD AS NEW AGAIN! IT'S *WOWVILLE!*

NOT ONLY IS *SPIDEY* DELIGHTED WITH THE WAY THINGS WORKED OUT, BUT EVEN *STAN* AND *JOHN* ARE RELIEVED FOR ONCE... AND, WE'VE A HUNCH THAT *YOU* DON'T MIND YOURSELF... RIGHT, TIGER?

ANYWAY, THE NEXT MORNING HERALDS THE DAWN OF A NEW DAY... AND OF A BRAND NEW CHAPTER IN THE LIFE OF OUR FRIENDLY, NEIGHBORHOOD SPIDER-MAN...

I AWOKE EVEN BEFORE THE *ALARM* WENT OFF!

IN FACT, I'VE BEEN WAKING UP ALL NIGHT!

I'M JUST TOO *EXCITED* TO SLEEP!

TODAY'S THE DAY I PACK MY GEAR AND MOVE IN WITH *HARRY!*

MY OWN PAD AT *LAST!* GOSH.. I CAN HARDLY *BELIEVE* IT!

AUNT MAY, IS THERE ANYTHING I CAN *DO* FOR YOU BEFORE I MOVE?

NO, PETER DEAR... MRS. *WATSON* JUST ARRIVED!.. SHE'LL DRIVE ME TO HER HOUSE... AFTER A WHILE..!

I WAS *AFRAID* SHE'D WEEP, BLESS HER HEART! BUT, WE BOTH KNOW THIS IS FOR THE BEST!

AT LEAST SHE AND ANNA WATSON WILL BE *COMPANY* FOR EACH OTHER!

NOW *LOOK*, YOUNG LADY! I DON'T WANT TO SEE MY BEST GAL WITH *TEARS* IN HER EYES!

PETER, DEAR... PROMISE ME YOU'LL PHONE WHENEVER YOU CAN... AND COME TO *VISIT* WHEN YOU HAVE TIME!

AND TAKE GOOD *CARE* OF YOURSELF! BE SURE TO GET ENOUGH *SLEEP*... AND EAT PLENTY OF NOURISHING *FOOD!* YOU KNOW HOW *FRAGILE* YOU ARE!

REMEMBER TO WEAR YOUR *SWEATER* WHEN IT'S CHILLY... AND DON'T GET YOUR FEET WET!

AND, BE *CARE-FUL* WHOM YOU CHOOSE FOR *FRIENDS!* I DON'T EVER WANT MY PETER TO ASSOCIATE WITH *ROUGHNECKS--!*

REMEMBER, AUNT MAY... IT'S NOT AS THOUGH WE'RE SAYING *GOOD-BYE!* WE'RE JUST CHANGING OUR *ADDRESSES*... THAT'S ALL!

JUST YOU STAY AS PRETTY AS YOU ARE... AND DON'T WORRY ABOUT A *THING!*

AND REMEMBER... NO MORE *TOUCH FOOTBALL*... OR *KARATE* PRACTICE!

OH, PETER, PETER... YOU ALWAYS *COULD* FIND A WAY TO MAKE ME SMILE!

AND THEN, FINALLY...

I KNOW HOW YOU FEEL, DEAR! IT WAS THE SAME WHEN *MARY JANE* MOVED AWAY FROM HOME!

THAT'S WHY I'M SO *HAPPY* YOU'RE COMING TO STAY WITH ME NOW!

HE'S ALL THE FAMILY I *HAVE!* I PRAY HE'LL BE ALL RIGHT...HE'LL BE HAPPY...ON HIS OWN!

I NEVER *KNEW* MY MOTHER.. BUT SHE *COULDN'T* HAVE BEEN SWEETER ...OR GENTLER... OR MORE *WONDERFUL*...THAN AUNT MAY!

THE WAY SHE ALWAYS *WORRIED* ABOUT EVERY LITTLE THING..!

THAT'S WHY I COULD NEVER... *NEVER*... LET HER LEARN THE TRUTH... ABOUT *SPIDER-MAN!*

A SHORT TIME LATER, IN A PLEASANT APARTMENT BUILDING, JUST A STONE'S THROW AWAY FROM CAMPUS..

WELCOME TO THE PAD, LAD!

IT'S NOT THE *TAJ MAHAL*... BUT IT'S BETTER THAN A *TENT!*

YOU MEAN... ALL THIS IS *OURS??*

IT'S *OUT OF SIGHT*, HARR...!

--AND, IN *LIVING COLOR*, TOO!

GLAD YOU *LIKE* IT, MR. PARKER!

I'VE GOTTA GO *OUT* FOR A WHILE... SO MAKE YOURSELF AT HOME!

SURE THING, PAL! THIS IS GONNA TAKE A LITTLE GETTING *USED* TO!

BUT, HOW COME THERE'S NO *BUTLER?*

SORRY ABOUT THAT! SEE YOU LATER, ROOM-MATE!

BUT, FOR LONG, LONELY SECONDS AFTER THE DOOR HAS CLOSED BEHIND THE EBULLIENT HARRY, PETER PARKER STANDS MOTIONLESS, SILENTLY CLOAKED IN HIS OWN SOMBER THOUGHTS ...

I SHOULD BE CLICKING MY HEELS AND DOING *CARTWHEELS* RIGHT NOW! I'VE FINALLY GOTTEN WHAT I *WANTED*...

I'M ON MY *OWN* AT LAST... SHARING A PAD WITH A PAL!

SO WHY THIS *LETDOWN* FEELING? WHY THIS MOOD OF *DEPRESSION* THAT I CAN'T SEEM TO SHAKE?

IS IT JUST A NATURAL FEELING OF *HOMESICK-NESS*? OR, IS IT SOME-THING *DEEPER*?

ON THAT FATEFUL DAY ...WHEN I BECAME *SPIDER-MAN*... PERHAPS *MORE* THAN THAN A *PHYSICAL* CHANGE WAS WROUGHT...

PERHAPS, IN SOME STRANGE, MYSTERIOUS WAY... WHEN I GAINED ANOTHER IDENTITY.. I LOST THE CAPACITY... FOR *HAPPINESS!*

next:

MORE POWERFUL! MORE DANGEROUS! MORE DEADLY THAN EVER!

THE RETURN OF KRAVEN THE HUNTER!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. | 47 APR

WOULD'JA BELIEVE---

KRAVEN THE HUNTER!

THE AMAZING SPIDER-MAN!

WORRY NOT, FRANTIC ONE! IF THIS TANTALIZING TABLEAU MAKES YOU FEEL AS THOUGH YOU'VE JUST WALKED IN AT THE *MIDDLE* OF A MOVIE, THAT'S THE WHOLE IDEA!

IT'S SUPPOSED TO AROUSE YOUR *INTEREST*, EXCITE YOUR *CURIOSITY*, AND TITILLATE YOUR THIRST FOR... THE *UNEXPECTED!*

HOWEVER, NOW THAT WE GOT YOU TO READ THIS FAR, WE'D BETTER ADMIT THAT IT'S A *FLASHBACK* SCENE, SHOWING AN INCIDENT THAT OCCURRED JUST A FEW MONTHS AGO, WHILE THE *GREEN GOBLIN* WAS STILL FLYIN' HIGH! SO, LET'S JOIN THE PARTY, AND SEE WHAT'S SHAKIN', SWEETIE..!

HAH! SPIDER-MAN THINKS *KRAVEN* IS FIGHTING HIM JUST FOR THE SHEER LOVE OF *BATTLE!*

BUT, LITTLE DOES THE WEB-SLINGING FOOL REALIZE THAT THE *GREEN GOBLIN* HAS PROMISED TO *PAY* THE HUNTER *TWENTY THOUSAND DOLLARS* FOR THE *DEATH* OF SPIDER-MAN!

IF *THAT'S* THE BEST YOU CAN DO, MASKED MAN, THE *VICTORY* IS AS GOOD AS *MINE!*

"IN THE HANDS OF THE HUNTER!"

A SWINGIN', SUPER-SPECIAL SPIDEY SAGA, BY:
STAN LEE and JOHN ROMITA
ABETTED and LETTERED BY: SAM ROSEN

EVEN AS THEY *FOUGHT*, KRAVEN WAS SO OBSESSED WITH THE THOUGHT OF THE *$20,000* HE HAD BEEN PROMISED, THAT HE COULD BARELY CONCENTRATE ON THE MATTER AT *HAND*..!

HE'S BEEN *WATCHING!* HE *SEES* ME WINNING! THE MONEY'S AS GOOD AS *MINE!*

BUT, NOW SPIDER-MAN IS RAISING HIMSELF *UP!*

I DIDN'T THINK HE HAD THE *STRENGTH!*

THEN, MOMENTS LATER...

I WAS TOO *CARELESS!* BY DIVERTING MY *ATTENTION*, HE MANAGED TO *ESCAPE* ME!

BUT, I HAVE *PROVEN* THAT I AM HIS *MASTER!* THE *NEXT* ROUND WILL BE *MINE!*

AND, WHEN THE GREEN GOBLIN'S *MESSENGER* MEETS ME TONIGHT, I'LL DEMAND THE FIRST HALF PAYMENT OF MY *MONEY!*

AND SO---

THE GOBLIN *SAW* ME BATTLE SPIDER-MAN---HE SAW HOW MUCH *STRONGER* I WAS---HOW MUCH MORE *SKILLFUL!* NOW I WANT MY FIRST *PAYMENT!*

THERE WILL BE ONLY *ONE* PAYMENT...THE *FULL AMOUNT*...BUT NOT UNTIL SPIDER-MAN HAS BEEN COMPLETELY *DESTROYED!*

THOSE ARE THE *GREEN GOBLIN'S* FINAL INSTRUCTIONS!

WHAT?!! DOES THE GOBLIN THINK HE CAN DICTATE TERMS TO *KRAVEN?*

LOOK...DON'T TAKE IT OUT ON *ME*, FELLA! I'M JUST HIS *GO-BETWEEN!*

IF YOU HAVE ANY *GRIPES*, TELL 'EM TO MY *BOSS!*

I'LL DO *MORE* THAN *TELL* HIM! AFTER *SPIDER-MAN* FALLS, THE GREEN GOBLIN WILL BY MY *NEXT* VICTIM!

YOU'RE LIVING IN A *FOOL'S PARADISE*, CHUM! *NOBODY* CAN BEAT THE *GOBLIN!*

GET OUT! TELL HIM TO *PAY* ME--OR HE *DIES!*

BUT, NO SOONER DID THE UNKNOWN EMISSARY *DEPART*, THAN---

HOW EASY FOR THE GREATEST HUNTER OF *ALL* TO SILENTLY *FOLLOW* THE GOBLIN'S HIRELING!

SOONER OR LATER HE'LL *CONTACT* THE GOBLIN---AND WHEN HE *DOES---!*

KRAVEN WILL HAVE HIS *MONEY*--AND HIS *REVENGE!*

BUT, AS THE LONG UNEVENTFUL EVENING WORE ON---

NO SIGN OF THE GOBLIN! HE MUST NOT BE *MEETING* HIM TONIGHT!

BUT, AT LEAST I LEARNED THAT HIS MOUTHPIECE IS *NORMAN OSBORN*, THE RICH CHEMICAL MANUFACTURER!

THE GOBLIN MUST BE BIGGER THAN I *THOUGHT* TO HAVE A MILLIONAIRE LIKE *HIM* SERVING AS HIS *FLUNKY!**

* TOO BAD *KRAVEN* NEVER READ ISH #40 LIKE *WE* DID, OR HE'D KNOW THAT OSBORN *HIMSELF* WAS THE GOBLIN.. RIGHT, TIGER? --YOU KNOW WHO!

NEFARIOUS NOTE: IN CASE YOU DON'T *REMEMBER* THIS STIRRING SEQUENCE FROM ISH #15 OR #34 (KRAVEN'S LAST TWO APPEARANCES), IT'S BECAUSE WE DIDN'T *SHOW* IT! AFTER ALL, WE CAN'T BLOW THE WHOLE BIT IN *EVERY* YARN! --- *SNEAKY STAN.*

FINALLY, YOU ALL REMEMBER KRAVEN'S *LAST* FIGHT WITH OL' WEB-HEAD...

AS LUCK WOULD HAVE IT, THE RESULT WAS SOMEWHAT *DIFFERENT* FROM THE WAY HE HAD PLANNED!

IN CASE YOU HAVEN'T *GUESSED*, KRAVEN...

THE HUNT IS *OVER!*

AND SO, OUR FEARLESS *FLASH-BACK* COMES TO AN END, AS *KRAVEN*... UNAIDED AND *UNPAID* BY THE MYSTERIOUS GREEN GOBLIN.. RELUCTANTLY ACCEPTS THE HOSPITALITY OF A DECORATOR-APPROVED *STATE PRISON*--!

IT'S *KRAVEN*... ALL GIFT-WRAPPED AND READY FOR MAILING!

HE BEAT ME BY A *TRICK*...ONLY BECAUSE I WAS *CARELESS!*

HAVING HAD MANY LONG, LONELY MONTHS OF CONFINEMENT IN WHICH TO *REGRET* HIS CARELESSNESS, WE NOW PICK UP THE THREADS OF OUR TANGLED TALE HERE IN THE *PRESENT*, AFTER OUR BESTIAL BADDIE HAS PAID WHAT IS LOOSELY REFERRED TO AS *HIS DEBT TO SOCIETY*...

SPIDER-MAN IS THE ONLY LIVING BEING WHO'S EVER *DEFEATED* ME!

I'LL NEVER *REST* UNTIL I'VE TOTALLY... AND COMPLETELY *DESTROYED* HIM!

BUT *FIRST*, I'LL TRACK DOWN THE *GREEN GOBLIN*! HE OWES ME *SOMETHING* FOR THE TIME I SPENT IN *JAIL!*

THEN, EFFORTLESSLY BREAKING INTO THE MORGUE ROOM OF THE *DAILY BUGLE*, KRAVEN TEARS THROUGH THE BACK ISSUES, UNTIL HE FINDS ---

I'M *TOO LATE!* HE'S *DEAD*... AND *SPIDER-MAN* HAD A HAND IN IT!

DAILY BUGLE

GREEN GOBLIN DIES IN FIRE!

SPIDER-MAN ... SCENE!

ONCE *AGAIN* THAT MASKED, WEB-SLINGING *WEASEL* HAS SPOILED MY *PLANS!*

AND *THIS* TIME HE'LL *PAY* FOR IT... AND HE'LL PAY IN *FULL!*

BUT FIRST, I NEED *MONEY*... AND I KNOW JUST WHERE TO *GET* IT...!

NORMAN OSBORN... THE GOBLIN'S FLUNKY! *HE'LL* PAY MY PRICE... OR *DIE!*

BLANG!

NO NEED TO TRAVEL ALL THE WAY TO WESTCHESTER TO HIS HOUSE...

OSBORN HAS AN OFFICE, RIGHT HERE IN THE CITY SOMEWHERE..

AND IT WON'T TAKE KRAVEN THE HUNTER LONG TO FIND IT!

KEEP YOUR CITY CLEA

BUT, THE WEB OF FATE HAS MANY STRANDS! EVEN WHILE THE SUPER-POWERFUL JUNGLE-BRED STALKER NEARS HIS OBJECTIVE, WE TURN OUR ATTENTION TO ANOTHER SCENE...

IT'S SO WONDERFUL MOVING IN WITH YOU, ANNA!

ESPECIALLY NOW THAT I KNOW PETER IS SETTLED IN HIS OWN APARTMENT WITH THAT NICE HARRY OSBORN BOY!

THERE'LL BE SO MUCH FOR US TO DO, MAY DEAR! IT WAS SO LONELY FOR ME SINCE MARY JANE MOVED AWAY!

SLAM!

THAT WAS THE FRONT DOOR!

HI, PRETTY PEOPLE! I THOUGHT YOU MIGHT NEED A HAND WITH YOUR UN-PACKING...

IF SO, HAVE NO FEAR... M.J. IS HERE!

MARY JANE! HOW SWEET OF YOU TO DROP BY TO HELP!

IF ONLY MY PETER COULD BE SO HAPPY-GO-LUCKY!

--A REGULAR, FULL-TIME PUSSYCAT!

DON'T WORRY ABOUT PETEY, MRS. PARKER! HE'S A REAL SWINGER!

MARY JANE, YOU MIGHT HELP US BY STARTING TO MOVE THOSE... THOSE.. MARY JANE?

SPEAKING OF PETER.. I THINK I'LL PHONE AND SEE HOW HE IS!

OH WELL.. AT LEAST STAY OUT OF THE WAY SO WE DON'T TRIP OVER YOU!

TELL HIM NOT TO FORGET WE'RE MAKIN' THE SCENE, TONIGHT!

HOW NICE!

IT'S SO RARE TO FIND A YOUNG LADY WHO'S INTERESTED IN HANDICRAFTS!

SECONDS LATER, A BRIGHT-EYED AND BUSHY-TAILED PETER PARKER SAYS...

YOU SOUND GREAT, AUNT MAY! AND I HEAR SOME ROCK 'N' ROLL IN THE BACKGROUND!

I HAD A HUNCH THAT YOU AND MRS. WATSON WERE REALLY WITH IT!

RINNG!

THE DOOR-BELL! I'LL GET IT, PETE!

WHAT'S THAT? THE MUSIC IS MARY JANE'S? OH, SHE'S PLAYING RECORDS! HUH? WHAT DID YOU SAY?

AUNT MAY... FOR THE ZILLIONTH TIME... THE WORD IS PUSSYCAT... NOT PUSSYWILLOW!

I'LL BET SHE'S PUTTING YOU ON, SON! YOUR AUNT'S PROBABLY HIPPER THAN YOU!

WHO ISN'T, DAD?

NO, NOT YOU, AUNT MAY! I WAS TALKING TO HARRY!

I'D BETTER SEE WHO'S AT THE DOOR! I'D HATE TO KEEP SOPHIA LOREN WAITING!

OR, WOULDJA BELIEVE CAPTAIN KANGAROO?

DAD! GOSH, WHAT A SURPRISE! YOU'RE A REAL EARLY-BIRD!

HELLO, SON! I CAME TO SEE HOW YOU AND YOUR NEW ROOM-MATE ARE GETTING ALONG!

I'M GLAD! I'VE BEEN WANTING YOU TO MEET OL' PETE! COME ON IN--!

THERE HE IS, DAD! HE'S NOT MUCH TO LOOK AT, BUT AT LEAST HE DOESN'T SNORE!

GOOD TO MEET YOU, MY BOY! I'VE HEARD SOME FINE THINGS ABOUT YOU! YOU'RE ATTENDING E.S.U. ON A SCIENCE SCHOLARSHIP, AREN'T YOU?

YES, I AM, SIR!

IT'S A GOOD THING... FOR ALL OF US-- THAT HE DOESN'T REMEMBER THAT WE DID MEET BEFORE--

...WHEN HE BATTLED SPIDER-MAN--- IN THE GUISE OF THE GREEN GOBLIN!

WHO EVER THOUGHT WE'D ONE DAY BE SHAKING HANDS, AFTER HE RETURNED TO NORMAL...WITH NO MEMORY OF WHAT HAD HAPPENED?!!

I'VE BEEN WANTING TO THANK YOU FOR THE OFFER HARRY SAID YOU'D MADE ME...TO WORK FOR YOUR COMPANY SOME TIME!

IT STILL GOES, PARKER! I CAN ALWAYS USE A BRIGHT SCIENCE MAJOR IN MY BUSINESS!

JUST GIVE HARRY THE WORD WHEN YOU'RE READY!

I'VE GOT TO RUN NOW, SON! I'VE A BUSINESS APPOINTMENT ON THE COAST, AND MY PLANE LEAVES WITHIN THE HOUR!

THAT'S WHY I DROPPED BY SO EARLY! I WANTED TO SAY SO LONG!

THEY SURE HIT IT OFF WELL---NOW THAT THE GREEN GOBLIN IS A THING OF THE PAST!

HAVE A GOOD TRIP, DAD!

BUT, SOMETIMES THE PAST HAS A WAY OF REAPPEARING---WHEN YOU LEAST EXPECT IT---

I WANT TO SEE NORMAN OSBORN!

I'M SORRY, SIR! I'M AFRAID THAT'S IMPOSSIBLE!

HE'LL BE OUT OF TOWN FOR THE REST OF THE WEEK!

OUT OF TOWN?!!

YES, SIR! MAY I ASK WHO'S CALLING?

SIR! IS ANY-THING WRONG?

WHY---ARE YOU--- LOOKING AT ME.. LIKE THAT??

OUT OF TOWN, EH? HE MUST HAVE HEARD I HAD RETURNED!

WELL, YOU CAN TELL HIM IT WON'T WORK-- HE CAN'T HIDE FROM ME FOREVER!!

SLAM!!

RUNNING INTO THE NEXT ROOM WON'T DO YOU ANY GOOD! TELL HIM THAT KRAVEN WILL BE BACK---DO YOU HEAR??

KRAVEN WILL BE BACK!

MINUTES LATER---BACK AT THE HUNTER'S HIDDEN LAIR---

NO MATTER HOW MANY OBSTACLES ARE THROWN IN MY WAY, THIS TIME KRAVEN WILL NOT FAIL!

SPIDER-MAN'S MASK WILL YET ADORN MY TROPHY ROOM!

KRAVEN NEVER MAKES THE SAME MISTAKES TWICE!

I WAS DEFEATED LAST TIME BECAUSE OF SPIDER-MAN'S GREATER SPEED!

BUT, I'VE HAD MONTHS TO DEVELOP THIS NEW WEAPON--- A DOUBLE-BARRELLED RAY WHICH CAN MAGNETIZE HIS MUSCULAR ELECTROLYTES!

A COBRA-QUICK ATTACK LIKE THIS, AND HIS ACCURSED SPIDER SPEED WILL BE GONE!

HIT!

THEN, WITHOUT HIS SPEED, HE'LL BE HELP-LESS BEFORE MY FAR GREATER STRENGTH... AND MY MATCHLESS ANIMAL POWERS!

BUT, WE KNOW YOU'D NEVER FORGIVE US IF WE DIDN'T LET YOU SEE WHAT'S COOKING AT OL' EMPIRE STATE U. RIGHT NOW...SO LET'S LEAVE KRAVEN FOR A MOMENT WHILE WE FEAST OUR EYES ON GWEN STACY AND COMPANY---

DON'T WORRY, GWEN... IF YOU'RE TOSSING THE PARTY, WE'LL BE THERE!

THAT'S FINE, BOYS! AFTER ALL, WE'RE DOING IT FOR FLASH! WE WANT HIM TO GET A GREAT SEND-OFF INTO THE ARMY!

WHO'S GONNA TAKE HIS PLACE WITH YOU, DOLL?

LOOKS LIKE I'M UP FOR GRABS, LADS!

THAT'LL BE THE DAY!

WHO ARE YOU *KIDDING*, GWEN? YOU NEVER DUG FLASH IN THE *FIRST* PLACE!

WHY WON'T YOU *ADMIT* THAT *I'M* THE SECRET LOVE OF YOUR LIFE?

BECAUSE IT WOULDN'T BE A *SECRET* ANY LONGER IF I *DID*, HARRY!

TOUCHÉ, MISS STACY! SAY, HAS ANYONE EVER TOLD YOU THAT YOU GET *PRETTIER* EVERY DAY?

ONLY MY *MIRROR*, MR. PARKER! WHOOPS.. *SORRY!*..

I'VE BEEN LISTENING TO *MARY JANE* TOO LONG!

OH, SPEAKING OF MARY JANE... IF YOU'D LIKE TO BRING HER TO THE *PARTY*, YOU MAY!

THINGS SHOULD REALLY BE *SWINGING* BY ABOUT EIGHT... ESPECIALLY WITH *HER* THERE!

THANKS, GWEN! I'M SURE M.J. WOULD GET A BIG *KICK* OUT OF IT!

GWEN DIDN'T EVEN GIVE ME A *CHANCE* TO ASK IF *SHE'D*... AWW, WHAT'S THE USE? TO *HER*, I'M JUST ANOTHER GUY NAMED PETE!

WILL *YOU* BE BRINGING A DATE, HARRY?

WITH *YOU* THERE, DOLL..?

...THAT WOULD BE LIKE BRINGING A *CHEVVY* TO *GENERAL MOTORS!*

WELL, GENTLEMEN, IT'S BEEN A REAL *BALL*, THE TIME HAS COME TO FILL MY LITTLE BLONDE HEAD WITH *LEARNING!*

YOU'RE *RIGHT!* WE'D BETTER *MOVE!* I'M DUE AT THE *LAB!*

SAY, GWEN... HOW ABOUT A *SODA* AFTER CLASS WHILE WE COMPARE SOME NOTES ON ENGLISH LITT? I'M AFRAID I'VE GOTTEN A LITTLE *RUSTY!*

OH, *BRO*-THER! HE WALKS AWAY WITH TOP HONORS IN EVERY CLASS... AND *HE'S* RUSTY!

SO WHAT DOES THAT MAKE A GUY LIKE *ME?*

COME TO *THINK* OF IT... DON'T *ANSWER* THAT!

WHAT DO YOU *SAY*, GWEN?

SORRY, PETE! I'LL BE BUSY GETTING THINGS READY FOR FLASH'S *PARTY!*

FACE IT, PARKER! YOU *DESERVED* THAT! WHEN GWEN *WANTED* TO BE FRIENDLY, I WAS NEVER AROUND!

I'M SURE *MARY JANE* CAN HELP YOU BRUSH UP ON YOUR NOTES!

YEAH, SURE GWEN! NO SWEAT! SEE YOU LATER!

A FEW HOURS LATER, AS SOON AS CLASSES ARE THROUGH, A DRAMATIC FIGURE TURNS TO *WEB-SWINGING* AS HE ZOOMS ACROSS TOWN ---

I ALMOST *FORGOT*... I HAVE TO REACH THE *BUGLE*..!

I STILL HAVE THOSE PHOTOS OF THE *SHOCKER* TO SELL*.. AND I'D BETTER *DO* IT WHILE THEY'RE STILL *NEWS!*

*SEE? OLD VILLAINS NEVER DIE! WE ALWAYS MENTION 'EM IN THE FOLLOWING ISH! ... *SENTIMENTAL STAN.*

AND NOW THAT WE'VE PROVEN THAT JAZZY JOHNNY STILL REMEMBERS HOW TO DRAW SPIDEY...

THERE'S *NED AND BETTY!*

THEY MIGHT GET A CHARGE OUT OF COMING TO FLASH'S *PARTY*, ALSO!

WHERE ARE YOU TWO *GOING??* YOU'RE SUPPOSED TO WORK TILL *NOON* AROUND HERE!

I'M GLAD I *CHANGED* UP ON THE ROOF *FAST* ENOUGH TO CATCH THEM BEFORE THEY LEAVE!

BUT IT *IS* NOON, MR. JAMESON!

BAH! I NEVER *COULD* STAND *CLOCK-WATCH-ERS!*

SOUNDS LIKE J.J.J. IS IN HIS USUAL MONDAY MORNING *MOOD!*

SAY THERE, GROUP! HOLD IT **UP** A SECOND, HUH?

IT'S **PETER PARKER!** WHERE'VE YOU BEEN **KEEP-ING** YOURSELF THESE DAYS, FELLA?

HAVE YOU **FORGOTTEN,** NED? PETER IS ATTENDING E.S.U.!

HOW'VE YOU **BEEN,** PETER? HOW ARE **CLASSES?**

EVERYTHING **COPACETIC,** BETTY! DO YOU REMEMBER **FLASH THOMPSON?**

OF **COURSE** I DO!

HE'S E.S.U.'S STAR **QUARTER-BACK!**

NOT ANY **MORE!** HE'S GOING INTO THE **ARMY**---AND WE'RE THROWING A **PARTY** FOR HIM TONIGHT!

SAY NO **MORE!**

WE WOULDN'T **MISS** IT FOR THE **WORLD!**

WELL, NOW THAT **THAT'S** OUT OF THE WAY---

HI, MR. JAMESON I'VE GOT SOME GREAT **PIX** FOR YOU---!

SHADDUP!!

CAN'TCHA SEE I'M ON THE **PHONE??!**

NO! I'M NOT YELLING AT **YOU!**

THAT PIN-HEADED **PETER PARKER,** JUST CAME IN--!

OKAY, THEN--- THIS PINHEAD'LL SELL HIS PIX TO THE **GLOBE!**

WAIT! STAY HERE! CAN'TCHA TAKE A **JOKE?!!**

LOOK, DAD--- SOUNDS AS THOUGH YOU'RE **BUSY!** TELL PARKER "HELLO" FOR ME, AND I'LL TALK TO YOU LATER ON!

I JUST WANTED YOU TO KNOW THAT EVERYTHING'S **OKAY** HERE IN WASHINGTON, AND I'LL BE JOINING THE **SPACE TEAM** AGAIN SOON!

THAT'S MY BOY! REMEMBER, IF ANY OF THE BRASS GETS IN YOUR **WAY,** TELL 'EM YOU'RE **J. JONAH JAME-SON'S** SON!

WE'RE HAVING ENOUGH TROUBLE **NOW,** DAD--- WITHOUT STARTING **ANOTHER** WAR!

HEH HEH! YOU'RE A GREAT LITTLE **KIDDER,** JOHNNY BOY! BUT YOU'VE BEEN A **COLONEL** LONG ENOUGH! I WANT **MY** BOY TO BE A **GENERAL,** HEAR?

US JAMESONS ARE BORN **WINNERS!**

NOW! WADDAYA **MEAN** BARGIN' INTO MY OFFICE THAT WAY, AND---

I MEAN TO SELL YOU THESE PICTURES OF THE **SHOCKER,** THAT'S WHAT!

YOU'VE GOT PIX OF THE **SHOCKER??** WHY DIDN'T YOU **SAY** SO? THAT'S **STOP THE PRESS-ES** STUFF!

LEMME **HAVE** 'EM!

WHERE'S THE **MONEY?**

DO YOU THINK I'D **CHEAT** YOU??

EVERY CHANCE YOU'D **GET!**

BUT, WHY DWELL ON HIGH FINANCE WHEN WE CAN SWITCH TO **KRAVEN THE HUNTER--?**

THERE'S OSBORN'S MANSION!

NOW I'LL SEE IF HE'S **REALLY** OUT OF TOWN--- OR IF HE'S TRYING TO **HIDE** FROM ME!

I WANT OSBORN!!

WHERE IS HE??!

KRAK!

KRAVEN---THE HUNTER!

THE MASTER IS NOT HERE, SIR!--HE..HE IS ON A BUSINESS TRIP--- OUT OF TOWN--!

DON'T TRY TO LIE TO ME!!

I CAN STOP A CHARGING BULL ELEPHANT IN HIS TRACKS WITH MY OWN STRENGTH!! I CAN DEFEAT A FULL-GROWN LION IN BARE-HANDED COMBAT!! NOBODY LIES TO KRAVEN!!

IT---IT IS THE TRUTH!! SIR!! HE IS NOT HERE!! SEE FOR YOUR-SELF..!!

I DON'T HAVE TO SEE!! MY OWN ANIMAL SENSE TELLS ME YOU'RE TOO FRIGHTENED TO LIE!

HE'S GOT TO COME BACK SOME TIME, DOESN'T HE??

WHEN HE DOES RETURN... YOU GIVE HIM A MESSAGE..!

SKRISK

YOU TELL HIM---

KRAVEN WAS HERE!

HE'S LIKE A WILD BEAST--- BUT--MORE POWERFUL BY FAR!

I MUST CONTACT THE MASTER! MR. OSBORN MUST BE WARNED--!

JUST FORGIVE US THIS ONE ADDITIONAL INTERRUPTION! YOU SEE, PETER PARKER GOES TO SO FEW PARTIES, WE JUST DON'T WANNA MISS A MINUTE OF THIS ONE---

LET'S FACE IT, PETE! WE MUST BE DOING SOME-THING RIGHT!

BETWEEN MY GWEN AND YOUR MARY JANE, WE'VE REALLY GOT IT MADE!

IT FIGGERS, SON! WE'RE STRICTLY FROM WOW CITY!

WHAT'S WITH ME? WHY DO I GET ALL SHOOK-UP WHEN I HEAR HIM CALL HER HIS GWEN?!!

ATTENTION SPIDO-PHILES! IN CASE YOU'RE WONDERING WHY WE'RE MAKING WITH ALL THE MOON-JUNE JAZZ WHEN WE'VE GOT A CAT LIKE KRAVEN JUST WAITING TO BE UNLEASHED... DON'T LOSE YOUR COOL..!

IT'S ALL GONNA DOVETAIL TOGETHER AND TURN INTO A SYMPHONY OF ACTION.. OR ANYWAY, THAT'S THE WAY WE PLANNED IT!

--- SMILEY!

GOOD THING YOU'VE GOT THIS BOAT, HARRY!

WE'D NEVER BE ABLE TO PICK UP BOTHS GALS ON MY CYCLE!

ALTHOUGH ---IT MIGHT BE FUN TO TRY!

I MAY HAVE TO TRADE THIS CAR IN SOON ---IT NEEDS A WASH!

LOOK! THERE'S GWEN!

AHH, MY TWO GALLANT KNIGHTS ON THEIR SPEEDING STEED!

GWEN!! IF..IF I'D KNOWN YOU'D LOOK LIKE THAT.. I'D HAVE GOTTEN HERE SOONER!

WHAT DID YOU EXPECT ME TO LOOK LIKE? YOGI BEAR?

IF YOU ---THINK IT'S TOO CHILLY.. WE CAN PUT THE TOP UP..?

BITE YOUR TONGUE, IMPETUOUS ONE! WE NIGHT PEOPLE THRIVE ON MOON BURNS!

IT'S THE SAME OLD STORY OF MY LIFE.. ALL OVER AGAIN!

WHEN I FIRST MET GWEN, AND SHE SORT'A TOOK A SHINE TO ME, I WAS TOO BUSY WALTZIN' AROUND WITH THE MOLTEN MAN, THE SCORPION, AND A DOZEN OTHER BADDIES TO GIVE HER THE TIME OF DAY!

BUT NOW--- WITH EVERYTHING NICE AND PEACEFUL--- AND WITH GWEN SENDING ME INTO ORBIT WHENEVER I LOOK AT HER ---SHE SUDDENLY FORGOT MY NAME!

I CAN'T WAIT TO SEE FLASH'S FACE WHEN WE GIVE HIM HIS SEND-OFF!

AND, SPEAKING OF FACES--- THERE'S M.J.--!

HI, MARY JANE! HOP IN--- WE'RE ALL SET!

WHO NEEDS A CAR? WHEN THERE'S A PARTY TO GO TO, I CAN LIKE FLY ALL THE WAY!

SHE MAY NOT GRAB ME AS MUCH AS GWEN--- BUT NOBODY CAN SAY THAT GAL ISN'T 100% DREAMVILLE!

AND NOW, TO PROVE THIS REALLY ISN'T OUR VERSION OF PEYTON PLACE, WE'RE GONNA SKIP THE ENTIRE RIDE TO THE SODA PARLOR AND DELIVER YOU TO THE SCENE ONE-TWO-THREE--!

GWEN! YOU'RE TOO MUCH! DID YOU REALLY ARRANGE THE DECORATIONS? THEY'RE JUST OUT OF SIGHT!

I NEVER GOT A SEND-OFF LIKE THIS WHEN I JOINED THE SCOUTS!

THIS IS ONE NIGHT FLASH'LL REMEMBER!

C'MON IN, KIDS! YOU'RE JUST IN TIME!

WELL, IT ISN'T THE COPACABANA, BUT IT BEATS DANCING ON THE SIDEWALK!

BUT WHERE'S THE GUEST OF HONOR! WHAT HAPPENED TO FLASH?

DON'T PANIC, PILGRIMS! THE NIGHT'S STILL YOUNG!

IT WAS SO NICE OF PETER TO INVITE US, NED!

I WONDER WHICH OF THOSE TWO GORGEOUS GIRLS HE'S MOST INTERESTED IN?

LOOKS LIKE THE GANG'S ALL HERE! NOW, ALL WE NEED IS FLASH!

WOULDN'T IT BE SOMETHING IF HE DOESN'T SHOW?!!

BUT THEN, A MOMENT LATER...

GET WITH IT, GANG!... HERE HE IS... OL' FLASHEROO, IN LIVIN' COLOR!

HEY! THIS IS TOO MUCH! SOMEONE MUST'A TOLD YOU I'M GONNA WIN THE WAR SINGLE-HANDED!

YOU CAN'T MISS, BIG MAN! JUST PRETEND THE JUNGLE IS A KING-SIZED FOOTBALL FIELD!

BUT DON'T WASTE TIME LOOKIN' FOR THE GOAL POSTS, HEAR?

HE'S BEEN A THORN IN MY SIDE FOR YEARS... BUT I'LL BET FLASH'LL MAKE A GREAT SOLDIER!

HE'S GOT EVERYTHING IT TAKES!

IF YOU SAY SO, DAD!

BUT MARY JANE SAY: LET'S NOT WASTE THAT BEAT, PETE!

NOW YOU'RE WITH IT, PETEY-O!

YOU KNOW IT, LADY! BUT, I JUST WANNA TALK TO FLASH FOR A WHILE---

PUH-LEESE! NO NAMES! THE ENEMY MAY BE LISTENING!

MMM MMM! THIS TEMPO REALLY TURNS ME ON!

SAY, PRETTY GIRL... ARE WE GONNA LET PETE AND M.J. HOG THE SPOTLIGHT?

M.J.? SHE WAS SUPPOSED TO BE HELPING ME GIVE OUT THE 'BURGERS!

NO CHICK WHO CAN DANCE LIKE THAT IS GONNA DISH OUT MEATBALLS!

HERE, FRIENDLY PHILOSOPHER! I'VE JUST RESIGNED!

HEY, GANG... LOOK AT GWEN GO!!

WOW-EEEE! IF WE COULD PACKAGE THAT, WE'D BE RICH!

C'MON... LET'S HEAR IT FOR THE LITTLE LADY!

BACK, YOU TIGERS! GIVE 'ER ROOM!

MMM-BOY! FLASH OUGHTTA ENLIST EVERY DAY!

I THOUGHT YOU WERE PASSING OUT THE 'BURGERS, GWEN!

DON'T FRET, PET! I SAVED A FEW FOR YOU!

COOL IT, KIDS! WHO WANTS FOOD AT A TIME LIKE THIS?!!

AND THAT'S THE GAL I NEVER HAD TIME TO DATE! HOOO BOY!

PUT YOUR EYES BACK IN YOUR HEAD, PARKER! YOU WOULDN'T STAND A CHANCE IN THAT LEAGUE!

SHE MAKES OTHER CHICKS LOOK LIKE THEY'RE OFF THE WALL!

ALTHOUGH I WOULDN'T EXACTLY PUT MARY JANE OUT TO PASTURE EITHER!

THE WAY M.J. IS LOOK-ING AT GWEN, THERE'S LIABLE TO BE A AN EXPLOSION SOON...!*

*HANG LOOSE, HARRY---YOU DON'T KNOW HOW RIGHT YOU ARE---

FA-THOOM!

THAT FACE!! THAT COSTUME! IT'S KRAVEN-- THE HUNTER!

IF YOU VALUE YOUR LIVES--- DON'T ANYONE MOVE!!

THE SON OF NORMAN OSBORN IS HERE--- AND I WANT HIM!

HOLY SMOKE!! WHAT HAPPENED..? WHAT IS IT??!

A MAN!! HE... HE PUNCHED HIS WAY RIGHT THROUGH THE WALL!!

HARRY OSBORN!! WHY DOES HE WANT HIM--??!

KRAVEN'S STRONGER THAN A BULL ELEPHANT! I'VE GOT TO DO SOME-THING!

BUT, I CAN'T GO INTO ACTION LIKE THIS... NOT AS PETER PARKER!

YOU'RE THE ONE I WANT!! I'D RECOGNIZE YOU ANYWHERE!

I KNEW, OSBORN HAD A SON! AND, IT WASN'T HARD FOR THE WORLD'S GREATEST HUNTER TO TRACK YOU HERE!

I DON'T KNOW YOU!! I--I NEVER SAW YOU! WHAT--- WHAT DO YOU WANT--- WITH ME??

BACK OFF, MISTER!! NOBODY BREAKS UP MY PARTY THAT WAY!

SOMEBODY CALL THE POLICE! NO ONE HERE CAN HOPE TO STOP KRAVEN!

WHERE'S YOUR FATHER?? TALK--- DO YOU HEAR?? TALK! NOBODY CAN DEFY ME!

HE'S OUT OF TOWN! I DON'T KNOW WHERE!

C'MON, YOU GUYS! WE CAN'T LET FLASH RUSH HIM ALONE!

NO MATTER WHO YOU ARE, YOU CAN'T FIGHT OFF ALL OF US!

BACK, YOU FOOL!

CAN A PACK OF RABBITS HOLD A LION AT BAY?

THWOP!

DON'T TRY TO STOP HIM!! IT'S HOPELESS! I'LL GO FOR THE POLICE!!

YOU HAD YOUR CHANCE! NOW I'LL TAKE YOU WITH ME!

IT'LL ALSO GIVE ME A CHANCE TO SWITCH TO SPIDEY! IF I MOVE FAST ENOUGH, I'LL CATCH HIM OUTSIDE!

KRAVEN MUST HAVE HAD DEALINGS WITH OSBORN WHEN HE WAS THE GREEN GOBLIN!

THE WISE HUNTER MAKES HIS PRAY COME TO HIM!

ONCE OSBORN KNOWS THAT I HAVE HIS SON, HE'LL COME LOOKING FOR ME---TO HIS LASTING REGRET!

HE--LOOKS HUMAN--- BUT-- IT'S LIKE HITTING AN ELEPHANT'S HIDE!!

HE DOESN'T EVEN FEEL IT!

KRAVEN, YOU ALWAYS *WERE* A PARTY POOP!

ANYONE *ELSE* WOULD HAVE WAITED FOR THE *REFRESH-MENTS!*

THAT *VOICE!* I'D KNOW IT *ANYWHERE!*

THE MIGHTY *KRAVEN,* TACKLING A *TEEN-AGER!*

NEXT THING WE KNOW, YOU'LL BE PROVING YOUR POWER BY WRESTLING A *PARAKEET!*

YOU!! THE ONE I'VE SWORN TO HAVE MY *VENGEANCE* UPON!

IT'S *WORKING!* HIS HATRED FOR *ME* IS SO GREAT THAT HE'S ALREADY FORGOTTEN *OSBORN!*

VENGEANCE *INDEED!* YOU OUGHTTA *THANK* ME FOR KEEPING YOU OUT OF *CIRCULATION!* SO LONG!

EVERY TIME YOU MAKE THE SCENE, YOU END UP IN *JAIL!*

ATTA BOY! PUT HARRY *DOWN! THAT'S* A GOOD LI'L KRAVEN!

YOU'VE ALWAYS BEATEN ME BY *TRICKERY*... BUT *THIS* TIME I'M *WISE* TO ALL YOUR STUNTS!

YOU *ARE?* THEN HOW COME I CAN *STILL* OUT-MANEUVER YOU BY A COUNTRY *MILE?*

FFTOK!

THWIP!

THWIP!

IN THE *JUNGLE* IT'S KNOWN --- THE *FIRST* BLOW IS *MEANING-LESS!!* ONLY THE *FINAL* SMASHING ATTACK TELLS THE STORY!

THEN LET'S SKIP THE *PRELIMINARIES* AND GET TO THE *LAST ACT!*

I CAN'T WAIT TO TAKE MY *BOWS* AT CURTAIN TIME!

BY THE WAY, NATURE BOY... DID YOU KNOW YOU HURT MY *FEELINGS?*

I ALWAYS THOUGHT *I* WAS NUMBER ONE ON YOUR *HATE PARADE!..*

SO HOW COME YOU MADE SUCH A BIG THING ABOUT WANTING *NORMAN OSBORN?*

KOP!

SO! YOU WON'T *TALK,* EH?

SPIDER-MAN *SAVED* ME! IF NOT FOR *HIM---!*

WE'D BETTER GET YOU OUT OF *SIGHT,* HARRY... JUST IN *CASE!*

ALTHOUGH IT LOOKS LIKE *KRAVEN* BIT OFF MORE THAN HE COULD CHEW WHEN HE TACKLED *SPIDEY!*

I'M NOT *DENYIN'* THAT YOU'RE PROBABLY *MR. BIG* IN THE *JUNGLE---*

BUT THIS IS THE *BIG TIME,* MAN.. AND YOU'RE STRICTLY *BUSH LEAGUE* HERE!

KRAVEN'S ACHILLES HEEL IS HIS *PRIDE!*

THE MORE I *TAUNT* HIM, THE MORE *CARELESS* HE'LL BE!

KEEP *TALKING,* WEB-SLINGER! YOU'RE JUST RECITING YOUR OWN *OBITUARY!*

COME ON, HARRY...WE'LL HELP YOU GET *INDOORS!* THE *POLICE* SHOULD BE HERE SOON!

THANKS, GWEN! AND...*FLASH..* YOU WERE *GREAT..* THE WAY YOU.. TRIED TO *HELP..!*

FORGET IT, PAL!

HEY! YOU'RE MISSING THE WHOLE *BIT!*

LIKE, TALK ABOUT A *HAPPENING..!*

IF ONLY *PETEY* WOULD GET HERE WITH HIS COOL KODAK!

GO *WITH* THEM, BETTY! GET TO SOME PLACE OF *SAFETY,* INDOORS!

NO, NED! I WANT TO STAY WITH *YOU!* IF THERE'S ANY *DANGER* HERE, WE'LL SHARE IT *TOGETHER!*

I GOT TO CONTACT THE *BUGLE* AND CALL IN THE *STORY!* THIS IS A REAL *FRONT PAGE EXTRA* SCOOP!

I REMEMBER... WHEN I WENT STEADY WITH *PETER*...HOW I'D *WORRY* WHENEVER HE *LEFT* ME TO PHOTOGRAPH A DANGEROUS STORY!

BUT, IF ANY-THING HAPPENED TO *NED*---I COULDN'T *BEAR* IT!

ALL RIGHT, HONEY... BUT STAY *CLOSE* TO ME, HEAR?

AND SO...

THAT'S *RIGHT,* JJ--IT'S *KRAVEN THE HUNTER,* BACK AGAIN!

I DON'T KNOW *WHERE* HE CAME FROM-- BUT HE'S BATTLING *SPIDER-MAN* RIGHT NOW!

SO FAR IT LOOKS LIKE *SPIDEY'S* FIGHT---BUT I CAN'T BE *SURE!*

KRAVEN HASN'T GOTTEN *HIS* LICKS IN YET!

IT'S LUCKY SPIDER-MAN POPPED *UP!* KRAVEN WAS AFTER A KID NAMED *HARRY OSBORN!*

HARRY OSBORN? I KNOW HIS *FATHER,* NORMAN! HE'S A FELLOW *CLUB MEMBER* OF MINE!

YOU STAY *GLUED* TO THE SPOT, LEEDS! I'LL BE RIGHT *THERE!*

HOW ABOUT *PICTURES?* ANY SIGN OF *PETER PARKER* AROUND THERE? *NUTS!!* JUST WHEN I NEED HIM THE *MOST!*

GET YOUR *COAT,* FOSWELL! WE'RE OFF TO SEE THAT WEB-HEAD GET HIS *LUMPS!*

I HOPE KRAVEN *DEMOLISHES* HIM!

BUT SPIDEY'S THE *GOOD GUY,* ISN'T HE?

SAY THAT *AGAIN,* AND YOU'LL BE BACK COVERING *CAKE-BAKE* CONTESTS!

NOW LET'S *GO!*

MR. JAMESON! IS--IS SOMETHING WRONG, SIR?

AND IF IT IS, WHAT ARE YOU GONNA DO ABOUT IT?

JUST PUT A REWRITE MAN ON THE LINE, AND HOLD THE PRESSES TILL I CALL!

AND, IF THAT PIN-HEAD PARKER CALLS IN, TELL HIM NOT TO SHOW HIS DUMB-LOOKIN' FACE AROUND HERE IF HE HASN'T ANY PHOTOS OF KRAVEN FOR ME!

NO, SIR! YES, SIR! NO, SIR!

AND DON'T ASK ANY MORE FOOL QUESTIONS!

OKAY--THAT'S IT! GET BACK TO WORK! WE'VE GOT A PAPER TO PUT OUT!

WHERE IN BLAZES IS FOS-WELL?

RIGHT HERE, JJ!

WELL, DON'T JUST STAND THERE! LET'S GO!

MEAN-WHILE...

HE SEEMS TIRELESS! I CAN'T KEEP DODGING HIM FOREVER! AND YET...

I'VE GOT TO FIND SOME WAY TO KNOCK THE WIND OUT OF HIS SAILS!

IF I CAN JUST MAKE HIM FALL... FROM THIS HEIGHT..!

IF YOU WANT ME, KRAVEY BABY.. COME'N GET ME!

ONCE I GET MY HANDS ON YOU, I'LL..

UHHH!

TSK TSK! DIDN'T ANYONE EVER TELL YOU NOT TO END A SENTENCE WITH AN EXPLETIVE?

I CAN TOLERATE YOUR NASTINESS.. BUT, BAD GRAMMAR... UNFORGIVE-ABLE!

YOU THINK YOU OUT-SMARTED ME, EH?

NICE TRY, SPIDEY! TOO BAD IT WAS A WASTE OF TIME!

NO MERE FALL CAN PUT KRAVEN OUT OF ACTION!

NOT WHILE I HAVE THE AGILITY OF A JUNGLE CAT!

AT THAT VERY MOMENT, IN ANSWER TO HIS BUTLER'S URGENT SUMMONS, A PUZZLED NORMAN OSBORN HAILS A CAB AT KENNEDY AIRPORT---

I'LL DOUBLE YOUR FARE IF YOU CAN GET ME TO WESTCHESTER INSIDE OF AN HOUR!

HOP IN AND BUCKLE UP, MISTER! YOU GOT YOURSELF A DEAL!

IT'S LUCKY WE DON'T HAVETA PASS THROUGH *MIDTOWN!*

THE RADIO'S BEEN BLARIN' *BULLETINS* ABOUT *KRAVEN THE HUNTER*, TEARIN' *UP* THE PLACE!

KRAVEN ?? IN *MIDTOWN? FORGET* ABOUT WESTCHESTER! GET ME AS *CLOSE* TO THE SITE AS YOU *CAN!*

THEY PROBABLY GOT *TRAFFIC* BACKED UP FOR *MILES* AROUND THERE!

IT MAY NOT BE *HEALTHY*, PAL!

I'LL *TRIPLE* THE FARE!

THAT'S HEALTHY ENOUGH FOR *ME!*

AND, AS THE TAXI RACES ALONG THE GRAND CENTRAL PARKWAY---

I'VE DEFEATED *EVERY* FOE I'VE EVER *BATTLED!* I CAN'T LET *YOU* BE THE ONLY ONE TO MAR MY *RECORD!*

WELL, YOU WON'T CHANGE THE SCORE-BOARD *THAT* WAY, BIG MAN!

YOU'RE COMIN' IN TOO *LOW* 'N *SLOW!*

GUESS *AGAIN*, YOU FOOL! I *PLANNED* IT THIS WAY!

R-OK!

SEEMS A *SHAME* TO SPOIL SUCH A DRAMATIC SPEECH, PLAYMATE, BUT THAT'S *SHOW BIZ!*

IT'S REAL *OBLIGING* OF YOU TO WEAR THAT *LION'S MANE* GET-UP..!

IT MAY NOT BE *MOD*---BUT IT REALLY *GRABS* ME!---OR VICE VERSA!

NOW YOU CAN FALL RIGHT INTO THE WAITING ARMS OF THE *BLUE-COATS* BELOW---

---AS THE WORLD REALIZES THAT *KRAVEN* HAS WON HIS *GREATEST HUNT!*

Y'KNOW, IF WE COULD *CHOREO-GRAPH* THIS ROUTINE, WE'D PROBABLY HAVE A GREAT *ACT* FOR ED SULLIVAN!

NOW LOOK, KRAVEY... BEFORE YOU FORGET..

WHY NOT TELL ME WHY YOU'RE INTERESTED IN OSBORN? MAYBE I CAN INTRODUCE YOU TWO!

I'LL TAKE CARE OF OSBORN IN MY OWN GOOD TIME ...

AFTER I'VE FINISHED YOU OFF..FOR GOOD!

WELL, I GUESS THAT'S BETTER'N BEING FINISHED OFF FOR BAD!

THERE THEY ARE, MR. JAMESON! JUST LIKE NED LEEDS SAID...!

BEAUTIFUL! BEAUTIFUL! IF ONLY THEY'D BOTH PUT THE KIBOSH ON EACH OTHER!

SPIDER-MAN CAN'T BE SO BAD, CHIEF! THEY SAY HE HELPED OSBORN'S SON!

JUST A LOW-DOWN TRICK TO WIN PUBLIC SYMPATHY!

HE CAN'T FOOL ME!

BTOK!

UNNHHH...

YOU'VE JUST SEALED YOUR DOOM, YOU GIBBERING FOOL!

I PLANNED TO DEFEAT YOU WITHOUT ANY WEAPONS ---BUT NOW ---I'VE CHANGED MY MIND--!

GOOD! ANY CHANGE WOULD BE AN IMPROVEMENT!

THERE'S ONE THING YOU'VE GOTTA LEARN ABOUT US FULL-TIME SPIDER-MEN, LITTLE FRIEND ---

WE DON'T JUST SIT AROUND WAITING TO BE FINISHED OFF FOR GOOD..OR FOR BAD!

YOU WON'T THINK SO IN ANOTHER SECOND--!

NOT AFTER MY NEW RAY HAS DRAINED YOUR STRENGTH AND REDUCED YOUR SPEED!

UHHH! FEELS AS THOUGH ALL MY MUSCLES HAVE TURNED TO MUSH!

ZTAK!

THE EFFECT IS A BRIEF ONE... BUT LONG ENOUGH FOR KRAVEN TO SCORE HIS GREATEST TRIUMPH!

AND NOW-- THE LONG-AWAITED FINISH!!

MY BRAIN KNOWS WHAT TO DO... BUT, MY BODY WON'T-- OR CAN'T RESPOND!

ALL IT WILL TAKE IS ONE NERVE PUNCH---THE SAME BLOW WITH WHICH I CAN PARALYZE A CHARGING BENGAL TIGER!

THERE! NOW I CAN FINISH YOU AT MY LEISURE! YOU'RE ALL SET UP FOR THE KILL!

POK!

BUT THEN...SUDDENLY--THE SHARP EYES---THE JUNGLE-BRED SENSES OF THE DEADLY HUNTER--PERCEIVE THE ARRIVAL OF ANOTHER FIGURE--

IN THE STREET BELOW--- THAT FIGURE--GETTING OUT OF THE CAR--!

IT'S HIM!!

IT'S OSBORN!! I'VE FOUND HIM AT LAST!

HE WON'T ESCAPE ME AGAIN!

HARRY!! ARE YOU ALL RIGHT, SON? I HEARD WHAT HAPPENED! I CAME AS SOON AS I COULD!

DAD! SURE-- I'M FINE-- NOW!

THAT KRAVEN-- MUST BE A MADMAN...!

WHO IS HE?

YOU MEAN-- YOU DON'T KNOW, DAD?

OF COURSE NOT! I'VE NEVER EVEN SEEN---

WHAT..?!!

DAD!

THWUP!

DON'T STRUGGLE, OSBORN! IT WON'T HELP YOU!

EVEN THOUGH THE GREEN GOBLIN IS DEAD---I INTEND TO COLLECT MY MONEY!

AND I'LL COLLECT IT FROM-- YOU!

GOBLIN? MONEY? WHAT ARE YOU TALKING ABOUT?

STILL THINK YOU CAN SAVE YOURSELF BY ACTING DUMB?

WE'LL SEE ABOUT THAT!

TWENTY THOUSAND DOESN'T MEAN THAT MUCH TO *ME*...AND I KNOW IT'S *CHICKEN FEED* TO A MAN LIKE *YOU!*

BUT IT'S THE *PRINCIPLE* OF THE THING..!

NOBODY BREAKS A PROMISE TO *KRAVEN THE HUNTER!! NOBODY!*

I DON'T KNOW WHAT YOU'RE *TALKING* ABOUT!!

I'VE NEVER PROMISED YOU *ANYTHING*-- NEVER *SEEN* YOU BEFORE!

DON'T MAKE ME *BEAT* IT OUT OF YOU!

MY *JUNGLE INSTINCT* CAN SENSE WHEN SOMEONE IS *LYING!* AND YOU--- *YOU!!*

YOU DON'T REMEMBER! YOU DON'T KNOW ANYTHING *ABOUT* IT! YOU'RE TELL-ING THE *TRUTH!*

IT'S NOT *POSSIBLE!* I *REMEMBER* YOU--- I *SPOKE* TO YOU...AND YET...

I DON'T KNOW *HOW*... BUT--YOU'RE THE *WRONG ONE!*

IT MUST HAVE BEEN SOME *TRICK*---OF THE *GREEN GOBLIN'S!* HE DID IT TO *CONFOUND* ME!

BUT, HE'S *DEAD* NOW.. SO I'LL *NEVER* LEARN THE ANSWER!

AS FOR *YOU*...YOU'RE IN *LUCK!*

A *JUNGLE BEAST* DOES NOT ATTACK WITHOUT *REASON*--- AND *KRAVEN* NO LONGER HAS REASON!

THUD!

THE PRIZE IS *STILL* MINE! *KRAVEN* HAS DEFEATED *SPIDER-MAN!*

=WHEW..!= THAT *RAY* GIZMO IS FINALLY WEARING OFF..!

NOW...WITH THE PAST *BEHIND* ME...

KRAVEN CAN CARVE A MIGHTY *FUTURE* FOR HIMSELF!

HE'S RUN-NING OFF... *ESCAPING..!*

I'VE GOT TO *STOP* HIM...!

OSBORN!!

TRYING TO GET TO HIS *FEET,* HE TOPPLED OFF THE GIRDER!

BUT, BEFORE SPIDEY CAN MAKE ANOTHER MOVE---

DAD! OH, NO! NOOOO!

LET YOURSELF GO *LIMP*... RELAX...
YOU'LL BE OKAY!!
I'VE *GOT* YOU!
IN A WAY.. YOU SAVED *ME* AS MUCH AS *I* SAVED YOU!
SPIDER-MAN!

OSBORN IS OUT OF DANGER... NOW... BUT *KRAVEN'S GONE!*
I--I THOUGHT I WAS *DONE* FOR-- AND THEN--FROM OUT OF *NOWHERE*--
AND MAYBE IT'S JUST AS *WELL!*
EASY, DAD... EASY NOW...!
DIDJA *SEE* HIM? DIDJA SEE OL' *SPIDEY* IN ACTION?!!
HE'S THE *GREATEST!*

OSBORN! I SAW THE WHOLE *THING!* YOU COULD HAVE BEEN *KILLED!*
SPIDER-MAN TRIED TO *MURDER* YOU, DIDN'T HE? BUT THEN HE GOT *COLD FEET*, RIGHT?
THEN PRINT THE *TRUTH*, FOR ONCE! SPIDER-MAN SAVED MY *LIFE*... AND YOU *KNOW* IT!
YOU CAN TELL *ME!* WE'RE FELLOW *CLUB MEMBERS!* I WANNA *HELP* YOU!
YOU'RE STILL IN A STATE OF *SHOCK*... YOU'RE NOT *THINKING* CLEARLY!
HE REALLY PUSHED YOU *OFF*... DIDN'T HE?

JAMESON, I DON'T KNOW THE *REASON* FOR YOUR PSYCHOPATHIC *HATRED* OF SPIDER-MAN, BUT...
HATRED? WHO *HATES* HIM? I'M A *NEWSPAPER MAN!* I WANT THE *FACTS*, THAT'S ALL!
WELL, WELL... LOOK WHO'S HERE... NOW THAT THE *ACTION'S* OVER! *PUNY PARKER* HIMSELF!
I DIDN'T HAVE MY *CAMERA* WITH ME... TRIED TO *RENT* ONE FAST BUT COULDN'T FIND A STORE IN TIME!
GUESS I MISSED THE WHOLE *THING*, HUH?
THAT OUGHTTA SOUND CONVINCING ENOUGH FOR *ANYONE!*
OF COURSE, I WOULDN'T WANT HIM FOR A NEXT DOOR *NEIGHBOR!*
IT WAS A REAL *GASSER*, PETEY!
C'MON, LET ME GIVE YOU A LIFT *HOME* WHILE I TELL YOU WHAT A *FINK* THAT WALL-CRAWLER IS!
IT'LL CERTAINLY GIVE *FLASH* A SEND-OFF TO REMEMBER!

THAT'S *RIGHT*... I ALMOST *FORGOT*... YOU *LEAVE* TOMORROW... FOR THE *SERVICE!*
I WANNA WISH YOU ALL THE *BEST*, FLASH! SOMETHING TELLS ME YOU'VE GOT WHAT IT *TAKES* TO COME OUT ON *TOP*, FELLA ... AND I'M BETTIN' YOU *DO!*
Y'KNOW SOMETHIN', PARKER? EVERY SO OFTEN I FIGGER YOU'RE NOT AS SQUARE AS I *THOUGHT!*
TAKE GOOD CARE OF THE *CHICKS* FOR OL' FLASHEROO WHILE I'M GONE, HEAR?
HOPE I'M NOT SQUEEZIN' YOUR *HAND* TOO HARD.. 'CAUSE A *SPIDER-MAN* YOU *AIN'T!*
20.

FINALLY, THE BANTER DIES AWAY... THE CROWD THINS OUT... AND, A LONELY, THOUGHTFUL FIGURE SILENTLY TRUDGES HOMEWARD...
HE WAS PROBABLY MY GREATEST *FAN!*
IF ONLY I COULD HAVE *TOLD* HIM WHO I REALLY AM... JUST *ONCE!*
BUT, WHY AM I THINKING OF HIM IN THE *PAST TENSE!?* HE'LL COME BACK! HE'LL *MAKE* IT.. SOMEHOW!
THE GOOD GUYS *ALWAYS* WIN...
--*DON'T* THEY?

NEXT:
THE WINGS OF THE VULTURE!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. 48 MAY

THE VULTURE'S BACK--- AND SPIDEY'S GOT 'IM!

THE AMAZING SPIDER-MAN!

"THE WINGS OF THE VULTURE!"

NOW THAT MY *PETER PARKER* DUDS ARE SAFELY STASHED AWAY, IT'S *WEB-SWINGIN' TIME* AGAIN!

IF *KRAVEN, THE HUNTER* IS STILL IN THE CITY, I'VE GOT TO KEEP *SEARCHING* TILL I *FIND* HIM!

CAN'T LET THAT TIN-HORN TARZAN GO THROUGH LIFE THINKING HE'S *BEATEN* ME!* EVEN A STARRY-EYED *SPIDER-MAN* HAS HIS *PRIDE!*

BUT, IF THIS *COLD SPELL* DOESN'T BREAK UP SOON, I'M LIABLE TO BE THE ONLY WEB-CRAWLER IN TOWN WEARING A *MUFFLER*... AND *MITTENS!*

THESE LONG-UNDERWEAR RAGS ARE GREAT FOR THE *SUPER-HERO IMAGE*.. BUT A FELLA CAN FREEZE TO DEATH IN WEATHER LIKE THIS!

AND, AS IF THE *COLD* ISN'T BAD ENOUGH, THE HEAVY *SNOWFALL* IS MUFFLING MY *SPIDEY SENSE*, MAKING IT TOUGHER THAN EVER TO LATCH ONTO *KRAVEN!*

BUT, I CAN'T QUIT *NOW!* I'VE GOT A FEELING THAT THE *DEADLIEST FIGHT* OF MY LIFE WILL SOON BE COMING UP!

AN AWESOME AGGREGATION OF AIRBORNE THRILLS BY:

SMILIN' STAN LEE and JAZZY JOHNNY ROMITA

LEARNEDLY LETTERED BY:

WHAMMY SAMMY ROSEN

* IF YOU DIDN'T READ ALL ABOUT IT LAST ISH, WE'RE BEGINNING TO LOSE PATIENCE WITH YOU! --- *STERN STAN!*

THE ONLY WAY TO BEAT THE COLD IS BY MOVING *FAST!*

AS SOON AS I START SLOWING DOWN, IT'S *FREEZEVILLE!*

THWIPP!

WITH THE PRICE OF *WEBBING* NOWADAYS, I'D BETTER START *CONSERVING* IT!

NO SENSE *SWINGING* OVER A ROOFTOP WHEN I CAN JUST AS EASILY *LEAP* IT!

BUT, ALL I'M GETTING IS *EXERCISE!* IF *KRAVEN* IS ANYWHERE WITHIN *MILES* OF HERE, YOU CAN'T PROVE IT BY *ME!*

WOW! I'VE TRAVELLED FURTHER THAN I *THOUGHT!*

I REACHED ALL THE WAY TO THE *MUNICIPAL PRISON!* ---AND I'M NOT GONNA SWING OVER *THAT* WALL!

WONDER HOW MANY NON-PAYING *GUESTS* IN THERE WOULD LIKE TO GET THEIR *HANDS* ON THIS OL' WEB-HEAD?

I'M PROBABLY THE BEST *TALENT SCOUT* THAT PLACE EVER *HAD!*

WELL, I LIKE WINTER SPORTS AS MUCH AS THE *NEXT* GUY--- BUT THIS IS GETTING *RIDICULOUS!*

KRAVEN'LL HAVE TO *WAIT* WHILE I GO HOME AND HIT THE SACK!

BUT, AS SPIDEY SWINGS AWAY, LITTLE DOES HE DREAM---

BEHIND THE GRIM, GREY WALLS OF THE PENITENTIARY, AN INMATE LIES NEAR *DEATH*, BECAUSE OF AN UNEXPECTED MISHAP WHICH OCCURRED IN THE PRISON WORKSHOP---

HE'S SINKING FAST! I'M AFRAID HE CANNOT LAST MORE THAN AN *HOUR*, AT MOST!

I SUGGEST YOU *GRANT* HIM THAT REQUEST, WARDEN! IT CAN CERTAINLY DO NO *HARM* AT THIS STAGE OF THE GAME!

HE *KNOWS* IT, DOC! HE'S BEEN ASKING FOR ONE LAST REQUEST-- HE WANTS TO SEE HIS *CELL-MATE* BEFORE HE CASHES IN!

HE'S *COMING TO*, AGAIN! PERHAPS FOR THE *LAST* TIME!

BLACKIE! I WANT--TO SEE--- *BLACKIE--!*

ALL RIGHT-- WE'LL *SEND* FOR HIM!

IN THE MEANTIME, *DON'T TALK!* TRY TO SAVE YOUR STRENGTH!

I'LL *SAVE* IT, ALL RIGHT! I WON'T CASH IN... UNTIL I MAKE SURE --- THAT *BLACKIE*.. WILL *FINISH* THE JOB--I STARTED--!

MY SENTENCE --- WOULD HAVE BEEN *UP*--- IN ANOTHER MONTH! THAT'S WHY--I NEVER TRIED TO ESCAPE! I WAS --- A *FOOL*---!

BUT-- IT'S *NOT* TOO LATE! *BLACKIE* CAN CARRY ON-- WHERE--THE *VULTURE* LEFT OFF!

MINUTES LATER, A SCOWLING CON REACHES THE QUIET ROOM UNDER HEAVY GUARD---

YOU'VE GOT *FIVE MINUTES*, MISTER.. SO MAKE THE *MOST* OF 'EM!

IT'S A MIRACLE HE'S MANAGED TO STAY ALIVE *THIS* LONG AFTER THAT ACCIDENT IN THE WORK-SHOP! HE'S HANGING ON BY A *THREAD!*

YOU MAY GO *IN*, NOW!

YEAH, SURE, DOC! I'LL *DO* THAT LITTLE THING!

AWRIGHT, VULTURE---THIS IS YOUR *LAST* CHANCE!

YOU GONNA TELL ME WHAT I WANNA *KNOW*--- OR LET IT JUST DIE *WITH* YA?

YOU *WIN*, BLACKIE!--SOMEONE *HAS* TO--- CARRY ON FOR ME!

BEND CLOSER--NOBODY MUST *HEAR* THIS--EXCEPT, *YOU*--!

YOU'VE *HOUNDED* ME--FOR *MONTHS*--TO TELL YOU--- WHERE I BURIED--- MY LAST PAIR--OF *VULTURE WINGS*--!

I SWORE--YOU'D *NEVER* GET IT--OUT OF ME! BUT NOW--- I *MUST* TELL YOU--!

FOR, ONLY HE---WHO WEARS THE *VULTURE'S WINGS*-- WILL POSSESS THE POWER--TO DESTROY *SPIDER-MAN!*

AND, SPIDER-MAN *MUST* BE DESTROYED!! HE *MUST*--!!! *HE MUST!*

STOP WASTIN' TIME MAKIN' *SPEECHES*, WILLYA?

ONCE I GET THOSE *WINGS* OF YOURS, I'LL POLISH THAT WEB-HEAD OFF *EASY*--- AND THE SAME FOR ANYONE *ELSE* WHO STANDS IN MY WAY!

THE *WINGS*---TOGETHER WITH *MAGNETIC PACK*---500 YARDS FROM NORTH GUN TOWER--NEAR BROKEN PINES--!

SO *TALK*, BLAME YA!! WHERE DID YOU *BURY* 'EM?! *HURRY*.. WHILE YA CAN STILL *SAY* IT!!

I DID IT *MONTHS* AGO---SO I'D HAVE AN *EXTRA* PAIR... IN CASE POLICE JAILED ME---

THEN, THEY'RE JUST OUTSIDE THE *WALLS*!! THAT'S ALL I GOTTA *KNOW!*

IT *WORKED*! I GOT WHAT I WANT---AT *LAST*!

NOTHIN' CAN STOP *BLACKIE DRAGO* NOW!

IT *WORKED*??.. WHAT WORKED?---WHAT DO YOU *MEAN*--?

THAT WAS *NO ACCIDENT*, YOU OLD FOOL! *I* ARRANGED IT---TO GET YOU TO *TALK!*

BUT, NO ONE'LL EVER *KNOW* THAT---'CEPTIN' *YOU 'N ME!*

AND SOON--- IT'LL JUST BE *ME*--*BLACKIE DRAGO*--- THE NEW *VULTURE*!!

DRAGO! WHAT'S THAT RACKET IN THERE? YOU'RE UPSETTING THE PATIENT!

YOU DON'T KNOW THE HALF OF IT, CHARLIE!

S'LONG, VULCH! IT WAS NICE TALKIN' WITH YA! YEAH--- REAL NICE!

IF THERE'S ANY MORE FAVORS I CAN DO--- LEMME KNOW, HEAR?

WAIT!

YOU ROTTEN DOUBLE-CROSSER!!---TWO-TIMING SNAKE---!! YOU WON'T..GET AWAY-- YOU CAN'T---YOU CAN'T..!!

=UHHH!= GETTING DIZZY!--EVERYTHING SPINNING 'ROUND--- GETTING DARK-- HAZY--!

WATCH IT,! THERE, VULCH! THE MORE YA EXCITE YOURSELF, THE FASTER YOU KICK THE BUCKET!

AND, AIN'T THAT A REAL LOW-DOWN SHAME?!!

THEY SAY A DYING MAN OFTEN SEES HIS ENTIRE LIFE PASS BEFORE HIM IN HIS FEW REMAINING SECONDS...!

IF SO, THEN SPIDER-MAN MUST BE CONSIDERED THE MOST IMPORTANT PART OF THE VULTURE'S LIFE-- FOR, AS HIS QUIVERING EYELIDS CLOSE--- PERHAPS FOR THE LAST TIME---HE SEEMS TO SEE---

I--COULD HAVE-- BEATEN HIM--!

I'D HAVE DEFEATED HIM--- NEXT TIME WE FOUGHT!! --I KNOW IT!

BUT NOW--MY CHANCE-- IS LOST--FOREVER--!

I SHOULD HAVE-- WON! THE VICTORY--- SHOULD HAVE BEEN-- MINE--!

SO--- SPIDER-MAN--- IS DOOMED-- AT LAST--!

NOW--IT'S UP TO-- BLACKIE DRAGO! HE'S EVEN--- DEADLIER--THAN I WAS--AND--HE'LL HAVE THE VULTURE'S WINGS!

A SHORT TIME LATER, *BLACKIE DRAGO* TAKES THE MOST DESPERATE GAMBLE OF HIS ENTIRE, SORDID CAREER ---

IT TOOK ME *YEARS* TO GET TO BE A *TRUSTEE* --- TO BE ALLOWED TO MOVE AROUND INSIDE THE *GATES* LIKE THIS!

IF I FAIL *NOW* -- I LOSE *EVERYTHING* -- MY PRIVILEGES -- MY CHANCE FOR PAROLE --- *EVERYTHING!*

BUT STILL -- I *GOTTA* DO IT!

IF I CAN GET *AWAY* WITH THIS, I'LL BE *UNSTOPPABLE!*

THOP!

THERE'S NO ONE *LIVIN'* WHO CAN STOP A MAN WITH *WINGS!*

SWEET DREAMS, MAC! I NEED THAT HEAP A LOT MORE THAN *YOU* DO!

SO FAR, SO GOOD!

ONCE I GET THROUGH THE *GATES,* ALL I HAVE-TO DO IS DIG UP THE VULTURE'S *WINGS!*

MIGHT AS WELL GIVE 'ER THE *GUN!* IT DON'T MATTER IF THEY *HEAR* ME NOW OR *NOT!*

SUREEEEEEEE

IT WAS *BLACKIE DRAGO!!* I'D RECOGNIZE THAT COLD, RASPING VOICE *ANYWHERE!*

HE MUST BE OUT OF HIS *MIND* TO TRY A TRICK LIKE THAT--!

ONCE I REACH THAT *PHONE,* HE WON'T EVEN MAKE IT TO THE FIRST MAIN ROAD!

WHOOOOOOOO

GO ON --- *HOOT!* GIT YOUR *MONEY'S WORTH* OUTTA THAT CRUMMY *SIREN,* FOR ALL THE *GOOD* IT'LL DO YA!

ALL I GOTTA DO IS GO *500 YARDS* FROM THE NORTH GUN TOWER--!

NOTHIN' CAN CATCH UP TO ME BEFORE I GRAB THE VULTURE'S *WINGS!*

AND ONCE I *DO* --- THE WHOLE BLAMED *WORLD* WILL BE MINE --- JUST FOR THE *TAKING!*

MINUTES LATER...

HE ABANDONED HIS TRUCK IN THE SNOW BANK!

HE CAN'T GET FAR ON FOOT! WE'LL GET HIM NOW!

IT'LL BE A CINCH TO TRACK HIM IN THE SNOW!

HE MUSTA BEEN STIR-CRAZY TO TRY A BREAK ON A DAY LIKE THIS!

BUT, JUST A SHORT DISTANCE AHEAD, BLACKIE DRAGO SMIRKS WITH SINISTER, SAVAGE SATISFACTION...

I FOUND THEM... JUST WHERE HE SAID THEY'D BE!

THAT PLASTIC BAG KEPT 'EM IN PERFECT CONDITION HERE BEHIND THE BOULDERS!

NOW, ALL I GOTTA DO IS SLIP INTO THEM AND TAKE OFF!

VOICES! THEY'LL BE REACHING ME SOON!

NO TIME TO PRACTICE! I GOTTA GET AIRBORNE, FAST!

THAT'S FUNNY.. THE TRACKS IN THE SNOW END OVER AT--- HEY!

I THOUGHT I HEARD THE RUSTLE OF WINGS!

WINGS? WHAT ARE YOU TALKIN' ABOUT?

LOOK! UP THERE-- IT'S HIM!

STOP HIM!! HE MUSTA FOUND THE VULTURE'S WINGS!!

KRAK KRAK KRAK!

BLAST IT.. IT'S HARDER THAN I THOUGHT!

I KEEP FLOUNDERING.. LOSING ALTITUDE!!

CAN'T GET THE HANG OF IT!

BUT, I'VE GOTTA DO IT! CAN'T FAIL NOW!

ALL THE THINGS THE VULTURE USED TO SAY... ABOUT AIR CURRENTS -- DOWN DRAFTS-- WIND VELOCITY...

IT'S COMIN' BACK TO ME.. I'M GETTING IT--!

SPLAT!

HE'S GAINING ALTITUDE... SOARING OUT OF RANGE!

KRAK!

I GOT THE *FEEL* OF IT--- JUST IN *TIME!*

I'M *FLYING!* I'M *SAFE!* *NOTHING* CAN TOUCH ME *NOW!*

HOLD YOUR FIRE! WE'VE *LOST* HIM---

HE'S TOO *HIGH*... AND GOING *HIGHER!*

BUT, EVEN AS THE NEW *VULTURE* SOARS OUT OF SIGHT, IT BEHOOVES US TO OBSERVE *ANOTHER* EVENT WHICH OCCURS NEXT MORNING---

IT'S A GOOD THING WE GOT AN EARLY *START*, HARRY!

AFTER LAST NIGHT'S *SNOWSTORM*, HALF THE CITY IS STILL BLANKET-ED IN!

SPEAKING OF *BLANKETS*, PETE, ARE YOU SURE YOU SHOULDN'T HAVE STAYED IN *BED* TODAY?

FROM WHERE *I* SIT, YOU LOOK LIKE A TV AD FOR *HEADACHE PILLS!*

AW, I'M *OKAY*, HARR! I'M PROBABLY JUST COMING DOWN WITH A *COLD*, OR SOMETHING!

COMING *DOWN* WITH IT? SON, YOU LOOK AS THOUGH EVERY *VIRUS* IN TOWN IS HAVING A *CONVENTION*, RIGHT IN YOUR NOGGIN!

JUST BETWEEN *US*, MR. OSBORN, I *FEEL* THAT WAY, TOO!

WONDER HOW I'D LOOK SWINGING AROUND TOWN IN MY *SPIDEY SUIT*... ARMED WITH *ASPIRINS* AND A BOTTLE OF *NOSE DROPS!*

BOY! I'LL BET YOU COULD *INFECT* A WHOLE CITY--- JUST BY *EXHALING* A FEW TIMES!

YOU BETTER *BELIEVE* IT!

THEN, A FEW MINUTES LATER, AT GOOD OL' *E.S.U.*---

HI, GWEN! SAY--- YOU SURE LOOK *GREAT* WEARING YOUR *HAIR* THAT WAY!

WHY, *THANK YOU*, PETE!

IT'S JUST A *CASUAL* LITTLE STYLE--- WHICH TOOK *ALL MORNING* TO ARRANGE!

OOOH BOY! JUST MY *LUCK*..!

GWEN'S IN A *MELLOW MOOD*--- AND *I* FEEL LIKE AN ACCIDENT, LOOKING FOR A PLACE TO *HAPPEN!*

SAY! NO *WONDER* PETE LIKES YOUR HAIRDO, GWEN!

HARRY! HARRY! WHY MUST YOU HAVE SUCH A *BIG* FLAPPING *MOUTH?*

IT'S MORE LIKE THE WAY *MARY JANE'S* BEEN WEARING *HERS!*

OH, THAT'S *RIGHT!* I---HADN'T *THOUGHT* OF THAT!

BUT, AS THE MORNING PROGRESSES, PETE FINDS IT INCREASINGLY DIFFI-CULT TO CONCENTRATE ON HIS *SUBJECTS*, LET ALONE GWEN STACY'S HAIR STYLE---

PARKER, YOUR FACE IS *FLUSHED*, AND YOU LOOK *FEVERISH* TO ME!

I GUESS YOU'RE *RIGHT*, MR. WARREN!

I SUGGEST YOU GO *HOME* AND GET YOUR-SELF SOME *REST!*

I *DO* FEEL KINDA WOOZY--!

AND SO, LATER THAT DAY, OUR SOMEWHAT SICKLY SUPER-HERO TAKES HIS EASE IN FRONT OF HUMANITY'S ALL-PURPOSE PACIFIER, AS HE HEARS ---

..BEFORE BRINGING THIS NEWS PROGRAM TO A CLOSE, WE PRESENT AN *EDITORIAL* BY OUR SPONSOR, THE EMINENT PUBLISHER OF THE *DAILY BUGLE*--- MR. J. JONAH JAMESON!

SHEEESH! AS IF I WASN'T SICK *ENOUGH!*

WELL, I MIGHT AS WELL HEAR WHAT OL' *CHUCKLES* HAS TO SAY--!

ONCE AGAIN, EVENTS OF THE PAST WEEK HAVE PROVEN THAT *SPIDER-MAN* IS A DANGEROUS, DEADLY *MENACE* TO OUR FAIR CITY!

I MIGHT HAVE *KNOWN* IT! THE SAME OLD TIRED *WHEEZE* ALL OVER AGAIN!

FOR PROOF OF THE *HARM* WHICH THAT WEB-CRAWLING PUBLIC ENEMY CAN CAUSE, CONSIDER THE CASE OF *KRAVEN, THE HUNTER*..

HARM?!! I DARN WELL SAVED THE *LIFE* OF HARRY'S FATHER! *

JJ, YOU'RE JUST *TOO MUCH!*

*IT WAS ALL SPELLED OUT LAST ISH, RIGHT? YOU *KNOW* IT! --- *SMILEY!*

IF SPIDER-MAN HAD NOT *INTERFERED*, THE *POLICE* WOULD HAVE *CAPTURED* KRAVEN BY NOW---

INSTEAD, *ANOTHER* DANGEROUS KILLER NOW ROAMS OUR STREETS, THANKS TO THAT SCURRILOUS, SINISTER SUPER-HEEL!

THANK YOU, MR. JAMESON, FOR ANOTHER CANDID COMMENTARY IN YOUR FAMOUS, FEARLESS, OUTSPOKEN MANNER--!

THAT *DOES* IT! IF I EVER LISTEN TO THAT OLD *WINDBAG* AGAIN, I'LL..

AND NOW, FURTHER NEWS OF LAST NIGHT'S *JAILBREAK* AT MUNICIPAL PRISON!

SAY, *WAIT!* WHAT'S *THIS?*

A *JAIL-BREAK?!*

---MOMENTS AFTER *BLACKIE DRAGO* MADE GOOD HIS ESCAPE, A MAN WEARING THE *VULTURE'S WINGS* WAS SEEN FLYING ABOVE THE AREA---

OH, *NO!*

IT'S NOT ENOUGH THAT *KRAVEN* IS STILL AT LARGE--!

NOW, THERE'S A NEW *VULTURE* MAKING THE SCENE --- AND HE'S PROBABLY A LOT YOUNGER AND *STRONGER* THAN THE *OLD* ONE!

AND *NATURALLY,* IT ALL HAS TO HAPPEN WHEN I FEEL LIKE A REFUGEE FROM AN *OXYGEN TENT!*

IF YOU *SEE* THIS MAN, YOU ARE URGED TO CALL OUR SPECIAL POLICE NUMBER---

OHH, *MY ACHIN' HEAD!*

WONDER IF I SHOULD CALL THE *DOCTOR?*

BUT, LEST WE GET TOO *MEDICINAL* ABOUT THE WHOLE THING, LET'S SWITCH OUR SCENE ONCE AGAIN ---

THIS NEW *HELMET* I'M WHIPPIN' UP OUGHTTA GIVE MY *HEAD* SOME EXTRA PROTECTION--

AND *ALSO,* IT'LL MAKE ME LOOK *SCARIER* THAN EVER ---

---WHICH IS A REAL BIG *PLUS* IN MY LINE OF WORK!

HEY! I'LL BET I COULD FIT A SMALL *SHORT WAVE RECEIVER* IN HERE, ALSO!

THEN---A SHORT TIME LATER--

THAT'S IT! I'M AS READY AS I'LL *EVER* BE!

NOW ALL I NEED IS A FINAL SHAKE-DOWN FLIGHT... TO PRACTICE *MANEUVERING* IN THE AIR!

IT GETS *EASIER* EACH TIME I *DO* IT!

THAT OLD *VULTURE* WAS A LIVIN' *GENIUS!!* THESE WINGS OF HIS ARE LIKE *MAGIC!*

BUT *IMAGINE* THAT WHIMPERIN' FOOL THINKING I'D WASTE TIME TRYING TO GET REVENGE ON *SPIDER-MAN* FOR HIM!

I GOT PLANS OF MY *OWN*... AND THEY SURE DON'T INCLUDE ANY CRUMMY *SUPER HEROES*..

...UNLESS ONE OF 'EM'S *DUMB* ENOUGH TO TRY TO TACKLE.. THE *NEW VULTURE!*

MAN, THIS IS THE *GREATEST!*

BLACKIE DRAGO IS GONNA MAKE THE *OLD* VULTURE LOOK LIKE A TWO-BIT *PIKER!*

IT'S GETTIN' SO THAT I CAN DO WHATEVER I *WANT* TO--- WITHOUT EVEN *THINKIN'* ABOUT IT!

SCRUNK!

AND NOW, THERE'S A WHOLE *CITY* WAITIN DOWN BELOW.. JUST RIPE TO BE *LOOTED!*

SO *LOOK OUT*, WORLD.. HERE COMES THE *VULTURE!*

THUS, THE STARTLED CITY, WHICH HAD THOUGHT ITSELF *FREE* FROM THE SCOURGE OF THE *VULTURE*, SUDDENLY LEARNS THAT ONE OF THE MOST *DANGEROUS* OF ALL COSTUMED MENACES *FLIES* AGAIN --!

ANK

A *PAYROLL BAG!* JUST WHAT I *NEED!*

THE *VULTURE*.. SWOOPING DOWN FROM THE SKY--!

HE DIVED SO *FAST*... I DIDN'T HAVE *TIME*... TO DRAW MY GUN!

NOTHING CAN STOP A MAN WITH *WINGS!*

HOUR AFTER HOUR, THE *VULTURE* STRIKES LIKE A FLYING WRAITH! *NO* PERSON IS SAFE... *NO* TARGET INVIOLATE--!

GET ME THE *POLICE!* I'VE BEEN *ROBBED*... BY THE *VULTURE!*

HE DIDN'T TRY TO *HIDE*... DIDN'T WORRY ABOUT THE BURGLAR ALARM!

HE *KNOWS* THAT *NO ONE* CAN STOP HIM!

THE CITY... AND ALL ITS *WEALTH*... ARE *MINE!*

EVERYTHING I DESIRE IS MINE... JUST FOR THE *TAKING!*

EVEN *SPIDER-MAN* HASN'T DARED TO SHOW HIMSELF!

HE *KNOWS* I'M HIS *MASTER!*

AND, SPEAKING OF OUR YOUTHFUL WALL-CRAWLER...

I'VE HAD JUST ABOUT *ALL* I CAN TAKE!

THE ONLY THING TO LISTEN TO ON THE RADIO IS *BULLETINS*.. ONE AFTER THE OTHER-- ABOUT THE *VULTURE!*

THAT HIGH-FLYIN' *HOOD* IS RUNNING *WILD!*

AND, HE'S *GOTTA* BE STOPPED!

I CAN'T LET A LITTLE *FEVER* KEEP ME--

OHHHH--MY *HEAD!*

I MUST BE EVEN WEAKER THAN I *THOUGHT!*

PARKER.. YOU BETTER HIT THE *SACK* AGAIN... *FAST!*

I HATE TO *DO* THIS... BUT MAYBE IF I CALL *MATT MURDOCK*.. HE'LL PUT *DAREDEVIL* ON HIS TRAIL!

IT'S THE *LEAST* HE CAN DO... AFTER *ME* FIGHTING *STILT-MAN* FOR HIM!*

*IN *DD #27*...NOW ON SALE! BUT FINISH *THIS* YARN *FIRST!* --- *SLEEPY STAN.*

NO! I CAN'T CHICKEN OUT AT A TIME LIKE THIS!

I'VE FOUGHT THE VULTURE BEFORE... I KNOW HIS STYLE!

EVEN IF THIS IS A NEW JOKER WEARING THOSE CRUMMY WINGS, IT'S STILL SPIDER-MAN'S JOB!

WHATEVER ELSE I MAY BE, I'M NO QUITTER!

SLAM!

BESIDES, A LITTLE WEB-SWINGING MAY MAKE ME FEEL BETTER! IT COULD BE A TONIC TO A FELLA LIKE ME!

I CAN'T LET A COMMON COLD PUT ME OUT OF ACTION--!

...OTHERWISE, NEXT TIME AROUND, I'M LIABLE TO CRY UNCLE IF I DEVELOP SOME DANDRUFF... OR A CASE OF CHAPPED LIPS!

I MIGHT EVEN BECOME THE ONLY SUPER-HERO IN TOWN WHO WON'T FIGHT BECAUSE HE'S GOT ACNE!

IF ONLY I COULD JUST STOP SHIVERING!

ACCORDING TO THE NEWS BULLETINS, THAT FLYING FREAK HASN'T EVEN BEEN BOTHERING TO HIDE!

SO, WITH A LITTLE LUCK, IT SHOULDN'T TAKE ME TOO LONG TO TRACK HIM DOWN!

ANYWAY, I'VE GOT TO KEEP MOVING.. UNLESS I WANNA FREEZE OUT HERE!

SAY... I THINK I'M ACTUALLY BEGINNING TO FEEL A LITTLE BETTER!

UNLESS IT'S JUST THAT I'M GETTING NUMB FROM THE COLD!

AND AS OUR SOLILOQUIZING STALWART MAKES THE ROOF-TOP SCENE...

THE VULTURE!

I THOUGHT I HAD SEEN SOMETHING HOVERING OUTSIDE THE WINDOW BEFORE--!

HOLD IT, MAC! YOU'VE GONE FAR ENOUGH!

THOSE NEGOTIABLE BONDS YOU STUFFED IN THAT BRIEFCASE ARE JUST WHAT I NEED TO ROUND OUT MY COLLECTION!

WHAT'S *THIS?* OH-- YOU'RE *CHAINED* TO YOUR CASE--- JUST LIKE A FAITHFUL LITTLE WALL STREET MESSENGER *SHOULD* BE, HUH?

WELL, MISTER--- THAT'S *YOUR* HARD LUCK...!

I'M GONNA *GET* THAT BAG -- ONE WAY OR *ANOTHER!*

IT'S *IMPOSSIBLE!* YOU CAN'T BREAK THE *CHAIN!*

HELP--- *POLICE!*

NOBODY CAN HELP YOU *NOW!*

NOT WHEN YOU'RE IN THE HANDS OF THE *VULTURE!*

NO! NO! DON'T *DROP* ME! *HELP!*

HE'S FLYING *OFF*...AND WE DON'T DARE *SHOOT*... WHILE HE'S GOT A *CAPTIVE!*

THERE HE *GOES!!* STOP HIM-- *STOP* HIM!

POLICE 501

SECONDS LATER, ATOP A SKY-HIGH *TOWER* OF THE GEORGE WASHINGTON BRIDGE ---

NOW... I'LL FIND A WAY TO *GET* THAT CASE---

AND NO ONE CAN *REACH* US IN TIME TO *STOP* ME!

BUT, LIKE SO MANY DISILLUSIONED DESPERADOES *BEFORE* HIM, THE VULTURE HAS RECKONED WITHOUT OUR SNEEZING, SNIFFLING, SHIVERING *SPIDER-MAN* ---

POLICE CARS BELOW--- RACING TOWARDS THE HUDSON RIVER!

THIS COULD BE WHAT I'VE BEEN *WAITING* FOR!

IF ONLY I HAD TIME TO STOP FOR A *HOT DRINK*... BUT I DON'T *DARE!*

FURNI

THERE'S WHAT THEY'RE ALL HEADING FOR---

TWO FIGURES... AT THE VERY TOP OF THE NEAREST TOWER!

...AND IT LOOKS LIKE I'M THE ONLY ONE WHO CAN REACH THEM IN TIME!

SINCE I CAN'T BREAK THE CHAIN--OR OPEN THE LOCKED BAG UP HERE...

WE'LL SEE IF A STEEP FALL WON'T CAUSE THE CASE TO SHATTER AND SPILL ITS CONTENTS!

BUT I--I'M ATTACHED TO THE CASE!!

YEAH... AIN'T IT A SHAME!

JUST MY LUCK HE HAS TO BE PERCHED UP HERE IN THE COLDEST SPOT IN TOWN!

NOW, IF I CAN PLOW INTO HIM BEFORE HE TAKES TO THE AIR!

SOUNDS LIKE I'M NOT A SECOND TOO SOON!

UHHHH! THE SNOW'S TOO SLIPPERY! ...ALMOST MADE ME MISS MY LEAP!

BUT AT LEAST I NAILED HIM--!

OK!

EXCUSE THE FISTS, FRIEND!

I JUST WANTED YOU TO STOP FLAPPIN' THOSE WINGS--!

IT'S COLD ENOUGH UP HERE NOW!

I GUESS IT TAKES MORE THAN A *COLD* TO STOP ME!

THE VULTURE'S IN A *TAILSPIN*--- HEADING FOR THE DRINK--- WHICH IS JUST WHAT I *WANTED!*

BUT, JUST IN CASE HE *RETURNS* AGAIN---

---I'D BETTER LOWER HIS ERST-WHILE *VICTIM* TO SAFETY!

SPIDER-MAN... HOW CAN I *REPAY* YOU--?

WELL, YOU COULD LEND ME A *KLEENEX!*

FUNNY... I DIDN'T HEAR HIM *SPLASH!*

AND THAT MEANS MY JOB ISN'T *FINISHED* YET---NO MATTER *HOW* BLECHHH I FEEL!

UH-OH! I'M BEGINNING TO *TINGLE!*

HEADS UP, PARKER!

WOW! GOOD OL' *SPIDEY SENSE!*

IF I HADN'T LUNGED *BACK* WHEN I DID, HE'D HAVE *WHOPPED* ME FROM MY PERCH!

THWIPP!

YOU WERE A *FOOL* TO BUTT IN, SPIDER-MAN!

NOW I'LL *FINISH* WHERE THE *ORIGINAL* VULTURE LEFT *OFF!*

SUIT YOURSELF, CHUM! BUT, AS I *REMEMBER* IT, HE LEFT OFF WITH ME *PULVERIZING* HIM!

THAT CLOWN'S NO *WEAKLING!* HE'S HAUL-ING ME OFF AS IF I'M *WEIGHTLESS!*

YOU HAVEN'T A *CHANCE* AGAINST A MAN WITH *WINGS!*

ONCE I GET UP ENOUGH *SPEED*, ALL I HAVE TO DO IS *CHANGE DIRECTION!*

...AND *WHIPLASH* YOU AGAINST THE BRIDGE!

HE'S *RIGHT!* NOTHING I CAN *DO*... EXCEPT HANG ON AND *BRACE* MYSELF..!

WHEN THE WORLD SEES HOW EASILY I DEFEATED *SPIDER-MAN*...

NO ONE ELSE WILL *DARE* ATTACK ME AGAIN!

I'VE GOT TO *TWIST AROUND*... IN MID-AIR--MUST STRIKE THE FLEXIBLE *CABLES*...INSTEAD OF THE STEEL GIRD---*UNHHH!*

SPANG

I--I *DID* IT--- BUT..

CAN'T SNAP *OUT* OF IT AS FAST AS USUAL!

HEAD'S *THROBBING*.. ACHING MORE THAN *EVER!*

AND THE VULTURE'S *HOVERING*...CIRCLING AROUND---LIKE A *REAL* FLYING SCAVENGER..!

SO! YOU MANAGED TO AVOID HITTING THE *STEEL GIRDER*, EH?

BUT, IF YOU THINK YOU'RE *SAFE* NOW---

...*FORGET IT!*

HE'S ATTACKING AGAIN!!

AND I CAN'T STOP HIM!

---CAN HARDLY HOLD ON!! EVERYTHING'S--GETTING HAZY..MY HEAD--POUNDING--POUNDING..!

I'LL LET HIM--GRAB ME! ANYTHING...TO GIVE ME--A FEW SECONDS--TO SNAP OUT OF IT..!

EVERY-THING'S SWIMMING 'ROUND--IN FRONT OF MY EYES--CAN BARELY SEE..!

I--I'M FALLING---

BUT, BEFORE THE DESPERATE YOUTH CAN TOPPLE FORWARD---

---THE VULTURE STRIKES!

HAH! YOU THOUGHT YOU COULD DIVE DOWN TO ESCAPE ME, EH?

BUT THE VULTURE IS TOO FAST--- TOO CLEVER FOR YOU!

WHO SAYS MY LUCK IS ALWAYS BAD..?

HE DOESN'T REALIZE--- WHAT A GREAT FAVOR..HE'S JUST DONE FOR ME!

IF HE HADN'T GRABBED ME..I'D HAVE PASSED OUT!

BUT NOW---THE RUSH OF AIR--THE SUDDEN SHOCK-- HAVE CLEARED MY HEAD--- JUST ENOUGH---TO KEEP ME CONSCIOUS!..

IF ONLY---I COULD REACH HIM---BUT HE'S TOO AGILE---MOVES TOO FAST--!

EVEN YOU---WITH ALL YOUR FREAKISH SPIDER POWERS--- CAN'T SURVIVE A FALL FROM THIS HEIGHT!

BUT, I WON'T LET YOU DROP YET! NO, THAT WOULD BE TOO EASY!

I'M ENJOYING MY VICTORY TOO MUCH!

I'LL FLY YOU OVER THE CITY FOR A WHILE---TO LET EVERYONE SEE HOW HELPLESS THE AMAZING SPIDER-MAN IS-- AGAINST THE WINGS OF THE VULTURE!

AND, AT THAT VERY PRECISE, EXACT, SELF-SAME *INSTANT*... (NOT THAT OUR SPLIT-SECOND CHRONOLOGY IS *REALLY* ALL THAT IMPORTANT!)

NO NEED TO *WORRY* SO, MAY, DEAR!

BUT, WHEN I HEARD THEY SENT HIM HOME FROM *SCHOOL*, I FELT I SHOULD MAKE *CERTAIN!*

I'M SURE PETER JUST HAS A SIMPLE *COLD!*

HERE'S HIS PAD *NOW!* AND NOT AN *OXYGEN TENT* IN SIGHT!

SURPRISE, HARRY BOY!

HI, M.J.! OH, MRS. *PARKER!* GEE, PETE DIDN'T COME *HOME* AFTER CLASS---SO HE MUST HAVE FELT LOTS *BETTER!*

WE BROUGHT GOODIES, GIGGLES, AND GRINS FOR YOUR GERM-RIDDLED ROOMIE!

HE PROBABLY STOPPED AT THE *SILVER SPOON* FOR A SODA!

HEAR THAT, MAY? I *TOLD* YOU NOT TO WORRY SO!

THEN YOU DIDN'T *HAVE* TO CALL THE DOCTOR?

MY, I'M *SO* RELIEVED!

HEY, THERE, HANDSOME! I JUST HAD AN ECONOMY-SIZED *BRAINSTORM!*

I *KNOW* I WORRY TOO MUCH, BUT PETER HAS ALWAYS BEEN SUCH A *FRAGILE* BOY--!

LET'S DRIVE MRS P. AND MY EVER-LOVIN' AUNTIE *HOME* IN YOUR CHARIOT---THEN WE CAN *JOIN* PETEY-O FOR A COKE! OKE?

BEST OFFER I'VE HAD ALL DAY, M.J.!

YOU ONLY *SAID* THAT 'CAUSE IT'S *TRUE!*

AS YOU'VE PROBABLY *GUESSED*, WE JUST TOSSED IN THAT TITANICALLY TAME TABLEAU FOR THE BENEFIT OF *JAZZY JOHNNY*, WHO'D, RATHER DRAW SLICK CHICKS THAN FLYING FIENDS!

BUT NOW, IT'S *FRENZY-TIME* AGAIN---

HAH! SO, YOU'VE STOPPED *STRUGGLING*, HAVE YOU?

I *GUESSED* YOU'D SOON BE PETRIFIED WITH *FEAR!*

FEAR, SHMEAR! I'VE *GOT* TO PLAY POSSUM TILL MY HEAD CLEARS!

THAT *FLAGPOLE* BELOW! IT MIGHT BE MY ONE *CHANCE..!*

ARE YOU WONDERING WHEN I'LL *DROP* YOU?

WELL, IN CASE YOU'RE *INTERESTED*, I'LL--- *UHH!!*

TELL YOU *WHAT*, VULCH-- I'LL *END* THE SUSPENSE-- WITH A COUPLE OF *KARATE CHOPS!*

THAK!

THAK!

THOSE *HAVE* TO DO IT!! I'M--TOO *WEAK*--FOR ANOTHER TRY--!

IT WORKED! THE PAIN MADE HIM DROP ME!

NOW DON'T MISS, SPIDEY.. DON'T MISS!!

I--I'M GETTING IT!

BUT, HE'S COMING AT ME AGAIN--- MADDER THAN EVER!

I'VE GOT TO HOLD HIM OFF--SOMEHOW!

OOOF!

FTANG

THINK YOU'RE SAFE BACK ATOP THAT ROOF, DO YOU?

WELL, I'M THROUGH PLAYIN' WITH YOU NOW!

SO THIS IS IT, WALL-CRAWLER!

IT'S IMPOSSIBLE! I'M FIGHTING BY REFLEX ALONE! CAN HARDLY KEEP MY BALANCE..!

SWOOSH

ONE SLASH OF MY WING IS ALL IT'LL TAKE TO SHOVE YOU TO THE GROUND..!

BUT, ALTHOUGH ON THE VERY VERGE OF *UN-CONSCIOUSNESS*, SPIDEY'S AMAZING *REFLEXES* TAKE OVER ONCE MORE, AS HIS NEARLY NUMB *HANDS* DART OUT TOWARDS THE *WALL* WITHOUT CONSCIOUS THOUGHT..!

THWIP!

STILL THINK YOU HAVE A CHANCE FOR *SURVIVAL*, DO YOU?

YOU'RE PUTTING UP A GOOD *FIGHT*, MISTER... BUT I'M JUST *NOT BUYIN'*!

WHAT *HAPPENED*? ..OH, I *REMEMBER* NOW..!

...WAS *FALLING*.. MANAGED TO REACH *OUT* IN TIME..!

BUT HE'S *ATTACKING* ...AGAIN!

IF I DIDN'T HAVE... THIS *FEVER*... IF MY HEAD... WASN'T *BURNING* SO... I COULD *TAKE* HIM..

I *KNOW* I COULD!

BUT... I JUST *CAN'T* GIVE UP NOW!

HOW CAN *SPIDER-MAN* BE BEATEN... BY A COMMON *COLD*..?

I NEVER THOUGHT... THE *END* WOULD COME.. LIKE *THIS*!

STAY WHERE YOU *ARE*, SPIDER-MAN..

THIS'LL ONLY TAKE A *SECOND*!

HE *SHOUTED* SOMETHING... BUT... CAN'T *HEAR*... CAN'T SEE...

EVERYTHING.. GOING *DARK*... CAN'T HANG ON.. THE WORLD.. *SPINNING 'ROUND*...

HAH! IT WAS EVEN EASIER THAN I EXPECTED!

ZAK!

HE'S FINISHED!

IF THE FALL DIDN'T DO IT, THE FREEZING COLD WILL...WHILE HE LIES THERE!

SPIDER-MAN HAS BEEN DESTROYED AT LAST...BY THE HIGH-FLYING VULTURE!

...TO BE CONTINUED?

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL™ COMICS GROUP

12¢ IND. 49 JUN

YOU NAME IT...

..THIS ONE'S GOT IT!

THE AMAZING SPIDER-MAN!

"FROM THE DEPTHS OF DEFEAT!"

THEY SAY THAT A DYING MAN SEES HIS WHOLE LIFE FLASH BEFORE HIM WHEN THE END IS NEAR... SO IT IS WITH THE FALLEN SPIDER-MAN WHO, DARING TO BATTLE THE DEADLY VULTURE, WHILE STRICKEN WITH A VIRUS ATTACK, HAS BEEN DOWNED AND LEFT FOR DEAD---

ALSO, RE-INTRODUCING: KRAVEN THE HUNTER

A STAN LEE and JOHN ROMITA ACTION EPIC

LETTERED BY: SAM ROSEN

FOR LONG, FATEFUL MOMENTS THE STILL FIGURE LIES ON THE ROOFTOP... HIS PULSE GROWING EVER *FAINTER* AS THE EVENING TEMPERATURE CONTINUES TO *DROP*...

BUT THEN, SLOWLY... WEAKLY... HIS FINGERS MOVE... HIS EYELIDS FLICKER... HIS HEART-BEAT STRENGTHENS..

THE CRISIS IS *PASSED!* THE TIDE IS TURNED! *SPIDER-MAN LIVES!*

IT MUST BE..THE INTENSE *COLD*... THAT THE *VULTURE* THOUGHT WOULD FINISH ME OFF...

INSTEAD...IT HAD THE *OPPOSITE* EFFECT..IT *REVIVED* ME..!

BUT...I'M SO *WEAK*...MY HEAD'S *DIZZY*...EVERYTHING IS--*SHAKY*...

BUT, I'VE *GOT* TO GET UP... I'VE *GOT* TO!!

ALONE ON THIS ROOFTOP...AS *GROGGY* AS I AM...I'M TOO *VULNERABLE!*

EASY, SPIDEY... *EASY..!*

ONE WRONG STEP *NOW* COULD BE MY *LAST!*

..HAVE TO *HOLD ON..!*

SOME FREE-SWINGIN' SPIDER-MAN *I'VE* TURNED INTO!

IF NOT FOR THIS *LADDER* BEING HERE... I'D NEVER HAVE *MADE* IT!

NOW..ALL I HAVE TO DO.. IS STAY IN THE *SHADOWS!*

AT THIS HOUR..THE STREETS ARE MOSTLY *DESERTED...*

THEN, AS THE LONG, TORTUROUS MINUTES DRONE ENDLESSLY ON...

JUST ANOTHER FEW BLOCKS... AND I'LL BE *THERE!*

THEN...IF I CAN JUST SNEAK IN...WITHOUT *HARRY* SEEING ME..!

MY LUCK'S HOLDING OUT..FOR ONCE!

HARRY ISN'T *IN!* MUST BE ON A DATE...THE LUCKY STIFF..!

BUT THEN...

OH *NO!*

HE'S AT THE DOOR *NOW!* ...MUSTN'T SEE ME..LIKE *THIS!*

CLICK!

PARKER... IF YOU EVER MOVED *FAST*... NOW'S THE TIME TO *DO* IT!

WOW, AM I *TIRED!*

HEY, ARE YOU *THERE*, PETEY BOY? CAN'T SEE A *THING* WITH THE LIGHT OUT!

OH, *SORRY!* I DIDN'T KNOW YOU WERE *ASLEEP!*

HOW'S YOUR *COLD*, PETE?...FEELING BETTER?

SURE... MUCH BETTER! I GUESS I JUST NEEDED SOME *REST..!*

OKAY, MR. P.! SEE YOU IN THE *A.M.!*

BUT, JUST AS OUR AILING HERO GRATEFULLY SHUTS HIS EYES, *ANOTHER* MAN'S EYES ARE WIDE *OPEN*...AND FILLED WITH BESTIAL *RAGE..!*

SO! THE *VULTURE* IS NOW CONSIDERED THE CITY'S *DEADLIEST MENACE*, IS HE?

WELL... *KRAVEN THE HUNTER* WILL SEE ABOUT THAT!

SKAK!

I'M THE ONE WHO FIRST BEAT SPIDER-MAN!

I'M THE ONE WITH THE STRENGTH...THE SPEED.. THE STAMINA OF A JUNGLE MANKILLER!

NO WING-FLAPPING, FLYING FOOL CAN STEAL MY GLORY FROM ME!

NONE BUT KRAVEN CAN FIGHT THE MIGHTIEST CARNIVORE.. BARE-HANDED!!

TK-TK-TIP!

COME, MY PET! IT'S TIME FOR YOUR MASTER TO TEST HIS METTLE ONCE AGAIN!

DEFEND YOURSELF, RAJAH! THE MOMENT BELONGS TO KRAVEN!

HAH! IN THIS MANNER WILL I STRIKE AT THE HAPLESS VULTURE!

RRRROR!

THUD!

ONCE AGAIN, I'VE PROVEN THAT KRAVEN IS AS POWERFUL, AS SKILLFUL AS EVER!

NOW BACK, RAJAH... BACK TO YOUR CAGE! YOUR MASTER COMMANDS!!

EVEN THE TERROR OF THE JUNGLE IS HELPLESS BEFORE MY MIGHT!

NEXT, I SHALL CRUSH THE VULTURE... AND THEN.. ALL OTHERS WHO TRY TO ROB ME OF MY GLORY!

FOR NO ONE IS KRAVEN'S EQUAL!

WHEREVER THE VULTURE MAY FLY... KRAVEN WILL BRING HIM DOWN!

SO, LET THE HUNT BEGIN..!

ASK ANY COMIC STRIP WRITER...HE'LL TELL YOU THE MOST VALUABLE WORD IN CAPTION WRITING IS... MEANWHILE...

MAY PARKER! YOU MUSTN'T ALLOW YOURSELF TO BECOME SO UP-SET!

YOUR NEPHEW JUST HAS A SIMPLE, EVERYDAY COLD!

I KNOW, ANNA, DEAR.. BUT HE'S SUCH A FRAIL BOY...

AND NOW, SINCE HE MOVED AWAY, THERE'S NO ONE TO LOOK AFTER HIM!

I JUST WANT TO BE SURE THAT HE DOESN'T NEED ANYTHING!

EVER NOTICE HOW THE SWEETEST, SHYEST LITTLE OLD LADY CAN OFTEN HAVE A WILL OF UNADULTERATED IRON?

HEADS UP, PETE! YOU'VE GOT GUESTS!

OH DEAR! MY LITTLE BOY IS STILL IN BED!

WITH HIS SPIDEY SUIT ON, NO LESS!

HI, AUNT MAY... AND MRS. WATSON! NICE OF YOU TO DROP BY!

I WAS JUST, EH, ABOUT TO TAKE A NAP!

IF ANYONE PULLS THIS COVER OFF, I'M DEAD!

I DO DECLARE! I THINK YOU'VE STILL GOT A FEVER!

I'M OKAY... HONEST! ALL I REALLY NEED IS A GOOD NIGHT'S SLEEP!

HOW SWEET! YOU DON'T WANT TO WORRY YOUR AUNTIE!

BUT WE'RE NOT GOING TO TAKE ANY CHANCES WITH THAT COLD, YOUNG MAN!

I'LL CALL DR. BROMWELL AND HAVE HIM COME OVER TO LOOK AT YOU!

OH, NO!! THE LAST THING IN THE WORLD I WANT IS AN EXAMINATION!

WAIT, AUNT MAY! THERE'S NO NEED TO CALL HIM...!

NONSENSE DEAR! YOU JUST STAY THERE AND REST!

BETTER DO AS YOUR AUNT SAYS, PETE! IT WON'T HURT TO HAVE THE DOC GIVE YOU A ONCE-OVER!

SO GET SOME SHUT-EYE, ROOM-MATE! I'LL GRAB THE PHONE IF IT RINGS!

WHAT'S THAT? HE'S IN SURGERY NOW? OH.. WELL, TELL HIM TO GET HERE AS SOON AS HE'S FINISHED! WE'LL WAIT FOR HIM!

HONESTLY! I'VE NEVER KNOWN A PERSON WHO WORRIED SO!

A BODY SIMPLY CAN'T BE TOO CAUTIOUS, ANNA!

I'M SURE LUCKY THE DOC IS *BUSY!*

NOW'S MY CHANCE TO PEEL OFF MY *SPIDEY SUIT* BEFORE I *REALLY* LAND IN THE SOUP!

SAY! WADDAYA *KNOW?* I'M BEGGINING TO FEEL LIKE MY OLD *SELF* AGAIN!

GOOD OL' *SPIDER STAMINA!* IT HELPED ME GET MY *STRENGTH* BACK IN JIG TIME!

BUT... *NOW* WHAT DO I DO??

I CAN'T SUDDENLY GO LEAPING *OUT* OF HERE WITHOUT MAKING *AUNT MAY* PRETTY DARN *SUSPICIOUS!*

I'LL HAVE TO PLAY IT *COOL* FOR A WHILE, AND STAY IN BED TILL THE *DOC* ARRIVES!

AFTER *THAT*, I GUESS I'LL JUST PLAY IT BY *EAR!*

BOY, IT'S A LUCKY THING THE *VULTURE* ISN'T *ACTING UP* ALONG ABOUT *NOW!*

BUT SPIDEY MIGHT NOT FEEL QUITE SO *COMPLACENT* IF HE COULD SEE THE HIGH-FLYING FIGURE MAKING THE SCENE OVER NEW YORK'S TOWERING ROOF-TOPS AT THIS VERY MOMENT...!

THERE'S MY PREY *NOW!*

MY NAME WILL GO DOWN IN *HISTORY*..FOR COMMITTING THE MOST *UNUSUAL* CRIME OF ALL TIME..!

NOW TO GET CLOSE ENOUGH SO THEY CAN *HEAR* MY COMMANDS!

..THE WORLD'S FIRST *AIR-BORNE* ACT OF *PIRACY!!*

AHOY THE SHIP! *STOP YOUR ENGINES!!*

IT'S THE *VULTURE!*

WHAT IN BLAZES IS HE TRYING TO *DO??*

HE'S SWOOPING DOWN AGAINST THE *SHIP!* --- HURLING HIMSELF AT IT LIKE A *BATTERING RAM!*

GRAB THAT STICK... BEFORE WE TOPPLE OUT OF *CONTROL!*

HMAK!

IT'S TIME FOR A LITTLE DEMONSTRATION OF MY *POWER!*

THIS'LL SHOW THEM THAT THE *VULTURE* MEANS *BUSINESS!*

HAH! THEY JUST PULLED OUT OF THAT *DIVE* IN THE NICK OF TIME!

NOW THEY'LL DO *ANYTHING* I ORDER THEM TO...!

FOR THEY KNOW WHAT IT *MEANS* TO DEFY ME!

YOU MURDEROUS *MADMAN!* WHAT *IS* IT? WHAT DO YOU *WANT?*

THE *ATTACHE CASE* WHICH ONE OF THE *PASSENGERS* IS CARRYING! IT'S FILLED WITH UNCUT *DIAMONDS!*

HAND IT *OUT* TO ME--*NOW*.. OR YOU'LL NEVER REACH THE AIRPORT!

YOU'VE GOT *THIRTY SECONDS* BEFORE I SLAM INTO YOUR *SHIP* AGAIN!

HERE! THIS IS WHAT HE WANTS!

FOR THE LOVE OF HEAVEN-- *GIVE* IT TO HIM--- BEFORE HE KILLS US *ALL!*

HURRY! HE'S GETTING READY FOR ANOTHER *POWER DIVE* AT US!

ONLY *FIVE SECONDS* LEFT! DON'T SAY I DIDN'T *WARN* YOU..!

HERE!!
TAKE IT, BLAST YOU... TAKE IT!
HAH! I KINDA THOUGHT YOU'D END UP SEEING THINGS MY WAY!
NO WONDER THE ORIGINAL VULTURE WAS WILLING TO GUARD HIS SECRET WITH HIS LIFE!
A MAN WITH WINGS CAN DO ANYTHING!! ANYTHING!!
AND NO ONE CAN EVER STOP ME!
BUT, THOUGH THE VULTURE IS AS YET UNAWARE OF IT, THERE IS ONE FUMIN' FOE WHO'S ANXIOUS TO TRY..!
I'VE FINALLY SEEN HIM IN THE FLESH!
HE'S FLYING OFF! I'VE REACHED THE SPOT TOO LATE! BUT, IT DOESN'T MATTER, NOW--!
NOW THAT I HAVE THE SCENT, HE CANNOT ESCAPE ME!
AND, THE BIRDLIKE BADDIE CAUSES CONSTERNATION AT THE DAILY BUGLE, AS WELL...
JJ, THE PUBLIC'S CLAMORING FOR MORE PHOTOS OF THE VULTURE!
SHADDUP, FOSWELL! DON'TCHA THINK I KNOW IT!
WHAT IN BLAZES HAPPENED TO OUR STAFF PHOTOGS? ARE THEY ALL ON VACATION??
MISS BRANT! DON'T JUST STAND THERE! GET THAT CREEP PARKER ON THE PHONE---
I MEAN NOW!!
WHAT? OH, SORRY-- PETE'S RESTING NOW--- CAN'T COME TO THE PHONE!
OH--IS IT THAT SWEET JONAH JAMESON?
TELL HIM THAT MAY PARKER SENDS HER REGARDS!
I DON'T CARE WHO WANTS HIM! JAMESON DOESN'T CUT ANY ICE WITH ME!
RINNG!
THE DOOR-BELL!
HE'S JUST THE DEAREST SOUL!
I'LL GET IT!
I DON'T SEE HOW THAT BOY CAN SLEEP THROUGH ALL OF THIS!
GWEN! M.J.! WOW...I FEEL LIKE I WON A RAFFLE!
YOU KNOW IT, SON! HI, AUNT ANNA! WE WERE PASSING BY AND THOUGHT PETEY-O COULD USE SOME CHEERING UP!
YOU KNOW OUR MOTTO: CHASE THE BLUES AWAY..WITH GWEN AND M.J!
OH! HOW NICE TO SEE YOU, GIRLS!
WHEN PETE WAKES UP AND SEES WHAT HE MISSED, HE'LL KILL HIMSELF!

WELL, IF PETE IS *NAPPING*, WE'D BETTER FOLD OUR TENTS AND VANISH IN THE NIGHT!
YOU THINK I'D LET YOU SLIP AWAY THAT EASY?
HERE'S A *BEAT* THAT'LL BLAST 'IM OUT OF BED LIKE *GANG-BUSTERS!*
DON'T MAKE A *MOVE*, PUSSYCAT! HE CAN'T SLEEP *FOREVER!*
SIMMER DOWN, SWEET STUFF! THE POOR GUY *NEEDS* HIS REST... HE'S BEEN RUNNING A *FEVER!*
YOU *KNOW* IT, DAD! BUT I THOUGHT IT WAS BECAUSE OF *ME!*
COME ALONG, LITTLE ONE! GWEN WILL BUY YOU A *MOVIE MAG* TO KEEP YOU CULTURAL TILL PETE'S ON HIS FEET AGAIN!
CLICK!
BUT, IT'S LIKE *TRAGIC* TO WASTE ALL THOSE DREAMY *DISCS!*
IF IT'S *MUSIC* YOU WANT, BUNNY.. WE CAN GRAB A *KAZOO* ON THE WAY!
HOLD IT! HOLD IT!
I'LL WALK YOU GALS DOWN! NO *SACRIFICE* IS TOO GREAT FOR HEROIC HARRY!
TELL PETER WE CAME BY, MRS. PARKER!
AND CALL IF YOU *NEED* ANYTHING, HEAR?
THANK YOU, CHILD!
YOU'VE BOTH BEEN SO VERY *KIND!*
IT'S LIKE I ALWAYS SAY-- THE BOY IS ALL *HEART!*
SEE YA, AUNT ANNA!--LIKE SUBSEQUENTLY!
BUT, AS THE GLAMOR BRIGADE DEPARTS, WHAT OF OUR BROODING, BED-RIDDEN BUDDY--?
A *FINE* THING! I COULDN'T EVEN GO OUT TO SEE THE *GALS!*
THIS *DOUBLE IDENTITY* BIT SURE CAN BE A *DRAG* SOMETIMES!
ISN'T THE DOC *EVER* GONNA GET HERE?
WELL, I CAN ALWAYS KEEP BUSY THINKING OF THE *VULTURE!*
I WONDER WHAT THAT HIGH-FLYIN' HEEL IS *DOING*... RIGHT ABOUT *NOW..?*
AND, SINCE HE *ASKED*...
IT FEELS SO *GREAT* TO BE UP HERE---WITH THE WHOLE *CITY* HELPLESS BELOW ME.. THAT I DON'T FEEL LIKE I'LL *EVER* COME DOWN!
YOU'LL COME *DOWN*, ALL RIGHT--!
THWIPP!
WHAT'S *THAT?!!*

THE NAME IS *KRAVEN*, YOU DOOMED, FLYING FOOL! *KRAVEN, THE HUNTER!*

I ADVISE YOU TO REMEMBER IT *WELL*...

FOR IT IS THE *LAST* NAME YOU WILL EVER...

UNHHH..!

BOK!

CALL *ME* A FOOL, WILL YA?

I *HEARD* OF YOU--AND YOUR *STRENGTH*, KRAVEN...!

BUT YOU'RE *STILL* NOT IN *MY* CLASS, BIG MAN!!

THE WINGS OF THE *VULTURE* MAKE ME THE MASTER OF *ANYONE!*

YOU *MEAN* THAT!! YOU REALLY *BELIEVE* IT!??

THEN I HAVE TRULY *FOUND* THE OPPONENT I SEEK!

LOOK OUT, YOU MADMAN..!

IF YOU THROW ME *OFF-BALANCE*, WE *BOTH* PLUMMET TO THE GROUND! WE WON'T STAND A *CHANCE!!*

WORRY ABOUT *YOURSELF!* KRAVEN *KNOWS* WHAT HE IS DOING!

ALL RIGHT, WILD MAN---YOU *ASKED* FOR IT---!

HERE IN THE *AIR* I'M IN MY *ELEMENT!*

YOU *TALK* TOO MUCH! IN THE *JUNGLE*, BEASTS FIGHT *SILENTLY!* KRAVEN *PREFERS* IT THAT WAY!

YOU'LL NEVER HAVE A CHANCE TO TALK *AGAIN*, BECAUSE I'LL--!

HEY! CUT IT *OUT!!* HAVE YOU GONE *MAD?!!*

YOU'RE SHIFTING YOUR *WEIGHT* TOO FAST!

YOU'LL PULL US *BOTH* DOWN--INTO THAT *SKYLIGHT* BELOW!

CRASH!

OF *COURSE!* THIS IS EXACTLY WHAT I *PLANNED!*

NEEDLESS TO SAY, A BATTLE BETWEEN A FLYING *PUBLIC ENEMY* AND A SUPER-POWERED *HUNTER* ISN'T LIKELY TO GO *UNNOTICED!* THEREFORE, SECONDS LATER---

BULLETIN! AT THIS MOMENT, POLICE ARE ATTEMPTING TO *CORDON OFF* THE AREA AROUND THE CITY'S *EXHIBITION HALL*, WHERE THE *VULTURE* AND *KRAVEN THE HUNTER* HAVE CRASHED THROUGH THE SKYLIGHT INTO THE *EXPLORERS' EXPOSITION!*

THE *VULTURE*... BATTLING WITH *KRAVEN!*

IF THEY'RE NOT *STOPPED*, THEY'LL TEAR THE *CITY* APART!

AUNT MAY--- AND MRS. WATSON--- THEY'RE BOTH *DOZING!*

I'VE JUST *GOT* TO TAKE A CHANCE AND *SLIP OUT* NOW!

MAYBE I CAN RETURN BEFORE THEY AWAKE!

IF I RETURN-- AT *ALL!*

IT'S REALLY *AMAZING!* I FEEL AS THOUGH I'VE NEVER BEEN *SICK!*

I DON'T KNOW WHETHER IT'S MY OWN *STAMINA*, OR AUNT MAY'S *CHICKEN BROTH*..

BUT, *WHATEVER*, IT IS.. I'M RARIN' TO *GO* NOW!!

AND SO, TO THE DELIGHT OF ZILLIONS OF *SPIDEYPHILES* EVERYWHERE, IT'S *WALL-CRAWLING TIME* ONCE MORE--!!

I *KNOW* HOW POWERFUL *KRAVEN* AND THE *VULTURE* ARE--- BUT I *ALSO* KNOW I CAN TAKE 'EM *BOTH!*

I'VE GOT THE *SPEED*, AND THE *SKILL*, AND THE *STRENGTH* TO COME OUT ON TOP IN *ANY* BALL GAME!

I'VE HAD SOME UNLUCKY BREAKS BEFORE--- BUT NOW MY LUCK'S *CHANGED* ---I CAN *FEEL* IT!

I *KNEW* IT WOULDN'T TAKE ME LONG TO REACH *EXHIBITION HALL!*

NO *WONDER* KRAVEN PICKED A SPOT LIKE THIS--- IT'S ALL FITTED OUT FOR THE *EXPLORERS' EXHIBITION!*

HE'LL BE RIGHT IN HIS *ELEMENT*... IT'S LIKE A MINIATURE *JUNGLE* IN THERE!

PRETTY *CLEVER* THE WAY HE COVERED THIS SKYLIGHT WITH A *NET*, SO THE VULTURE CAN'T FLY *OUT* AGAIN!

WELL, I'D BETTER SET UP MY *CAMERA* AND JOIN THE PARTY-- WHILE IT'S STILL GOING STRONG...!

GREAT FIGHT, FELLAS! I'M SURE GLAD I GOT ME A *RINGSIDE* SEAT!

SPIDER-MAN! HE DARED COME *HERE?!!*

YOU *FRAUD!* YOU CLAIMED TO HAVE *FINISHED* HIM--- JUST AS *I* WILL FINISH *YOU!!*

MAYBE IT'S *NOT* SPIDER-MAN! MAYBE IT'S SOMEONE *ELSE* BEHIND THAT MASK!

COME *OFF* IT, VULCHY! IT'S *ME*, ALL RIGHT!

HOW MANY *OTHER* LOVABLE WEB-SLINGERS DO YOU THINK THERE *ARE* ??

HE'S THE *REAL* SPIDER-MAN!! *KRAVEN* CANNOT BE DECEIVED! MY JUNGLE INSTINCTS CAN NEVER MISTAKE AN ENEMY'S *SCENT*!!

YOU ARE IN *LUCK*, MY WING-FLAPPING FRIEND!

I SHALL NOT *HUMBLE* YOU TILL I HAVE DESTROYED *SPIDER-MAN*!

SINCE *HE* IS THE STRONGEST, HE MUST BE *FIRST* TO FALL BEFORE *KRAVEN'S* ATTACK!

THEREFORE, AN UNEXPECTED WHIM OF FATE HAS GIVEN YOU A FEW MINUTES MORE OF *LIFE*! --*TREASURE* THEM --WHILE YOU *MAY*!

BUT, BEFORE ANOTHER WORD CAN BE UTTERED... BEFORE ANOTHER *MOVE* CAN BE MADE...

SORRY, GUYS! A FELLA GETS *TIRED* OF JUST HANGIN' AROUND!

THOK!

BTOP!

AND IF *ANYONE'S* GONNA DO ANY *FALLING*, IT WON'T BE OL' *SPIDEY*!

NOW THEN, KRAVEN... YOU WERE *SAYING*..??

BOY! KRAVEN'S *STRENGTH* IS NO *MYTH!*

I CLIPPED 'IM A *GOOD* ONE, AND HE STILL WANTS TO *FIGHT!*

THE *VULTURE'S* ONLY STUNNED! HE HURLED HIMSELF *BACK* SO THAT I JUST GRAZED HIS *SHOULDER!*

BUT, AT LEAST HE'LL *KEEP* FOR A WHILE!

I'VE DEFEATED *EVERY* TYPE OF LIVING CREATURE-- THOSE THAT *CRAWL*, AND *WALK*, AND *SWIM*, AND *FLY!!*

ONLY *YOU* HAVE MANAGED TO *ESCAPE* ME!

BUT *NOW*.. YOU WILL ESCAPE ME *NO LONGER!*

NOW THE HUNTER WILL FINISH HIS *GREATEST* HUNT!

MIGHTY *KRAVEN* GRIND YOU INTO THE *DUST!!*

DON'T *COUNT* ON IT, SWEETIE! US *SPIDER-MEN* JUST DON'T *GRIND* THAT EASY!

THE RUSTLE OF *WINGS*.. BEHIND ME!

THE VULTURE *RECOVERED*... SOONER THAN I EXPECTED!

SO, HERE WE *GO* AGAIN..!

I BEAT YOU *BEFORE*, AND I'LL DO IT *AGAIN!* BUT *THIS* TIME, IT'LL BE FOR *GOOD!*

EVEN YOUR *SPIDER STRENGTH* IS NO MATCH FOR THE POWER OF MY *WINGS!*

SAY! I'M REAL GLAD YOU *MENTIONED* THAT--!

OH, BY THE WAY-- I FORGOT TO *TELL* YOU SOMETHING--!

I WAS *WONDER-ING* HOW I'D *FIGHT* YOU!

--AND NOW I *KNOW!* I'LL JUST GRAB THESE CRAZY *WINGS* OF YOURS--!

WHEN YOU *BEAT* ME LAST TIME, YOU WERE FIGHTING A *SICK* LITTLE SPIDER-MAN!

EVEN *DORIS DAY* COULD'A KNOCKED ME FOR A LOOP, THAT TIME!

UH OH! I CAN SENSE *KRAVEN*.. LEAPING AT ME FROM *BEHIND!*

THUMP!

UNHHH!

HE WAS TOO *FAST!* EVEN THOUGH MY SPIDEY-SENSE *WARNED* ME--- I COULDN'T SPIN 'ROUND IN TIME!

NOW, YOU MEDDLESOME, MASKED *MISFIT*... WE'LL SEE *WHICH* OF US IS THE *MASTER!*

NOT EVEN A *BULL GORILLA* CAN FREE HIMSELF FROM KRAVEN'S UNBREAKABLE *PYTHON GRIP!*

HOLD HIM! HOLD HIM! LET ME POLISH HIM OFF!

KRAK!

STAY BACK! HE BELONGS TO KRAVEN!!

IT'S REAL FLATTERING TO BE FOUGHT OVER THIS WAY, GENTS...!

BUT, JUST BETWEEN US, NEITHER OF YOU ARE MY TYPE!

UHHH!

ZTAK!

AND, IN CASE NOBODY TOLD YOU...

BULL GORILLAS DON'T KNOW A THING ABOUT JUDO!!

AND THE SAME GOES FOR YOU, BIG MAN!

KRAVEN! LET'S FORGET OUR BATTLE--FOR NOW!

LET'S FIGHT HIM TOGETHER!

HOOO BOY! THAT'S ALL I NEED!

REMEMBER THE WEAPON WITH WHICH I STOPPED YOU LAST TIME?

THE DOUBLE-BARRELLED RAY WHICH CAN MAGNETIZE YOUR MUSCULAR ELECTROLYTES..!

ZZST!

THIS TIME IT WILL FINISH YOU!!

NOT A CHANCE, CHARLIE!!

NOT WHILE MY SPLIT-SECOND TIMING IS STILL WAY AHEAD OF YOU!

INCIDENTALLY.. IF YOU WONDERED WHY I DIDN'T MOVE SOONER...

..I WAS WAITING UNTIL THAT HIGH-FLYING HEEL GOT INTO THE RIGHT POSITION.. LIKE SO!!

ZAP!

UHHH!

AND NOW, YOU PREDATORY PACKRAT, I'LL DO SOMETHING I SHOULD HAVE DONE LONG AGO...

I'LL SEPARATE YOU FROM THAT CRUMMY RAY OF YOURS!

KILL IT!

YOU FOOL!!

YOU CAN SHATTER MY WEAPON.. BUT YOU CANNOT OVERCOME MY STRENGTH!!

KOK!

THAT'S WHAT WILL GIVE ME THE FINAL VICTORY... I AM FAR MORE POWERFUL THAN YOU!!

AND NOW, AT *LAST*... THE ULTIMATE CONFRONTATION -- THE ULTIMATE *RECKONING!!*

LIKE THE MASTER *HUNTER* THAT I AM, I HAVE BROUGHT MY GREATEST QUARRY TO *BAY!*

ALL THAT IS *LEFT* IS TO DELIVER THE LAST, SHATTERING *BLOW!!*

YOU *KNOW* IT, GRUE-SOME!

BUT THERE'S *ONE* THING YOU LEFT OUT--!

THAT LAST *BLOW* YOU MENTIONED WILL BE DELIVERED BY YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*

WHUPPF!

AND NEVER LET IT BE SAID THAT THE PROPORTIONATE STRENGTH OF A HUMBLE *SPIDER* IS ANYTHING TO WHISTLE *DIXIE* AT, OL' BUDDY!

BECAUSE, IN CASE YOU DIDN'T *KNOW* IT, I JUST *WHUMMMPED* YOU WITH THE SAME KINDA *WHUMP* THAT ONCE STAGGERED THE *HULK!**

*DON'T TAKE *OUR* WORD FOR IT, TIGER! GET YOUR *SPIDEY ANNUAL #3* OUT OF THE VAULT, AND SEE FOR YOURSELF!
--SQUARE-SHOOTIN' STAN.

GET THE *MESSAGE*, JUNGLE MAN?

HE GOT THE MESSAGE!

THUMP!

THUS, A FEW SIMPLE, SOUL-SATISFYING SECONDS LATER...

JUST *HOLD THAT POSE*, GENTS! I WANNA HAVE A LITTLE *KEEP-SAKE* OF THE TWO OF YOU...

SOMETHING TO PUT IN MY *HOPE CHEST!*

CLICK!

HOW'S ABOUT SAYIN' *CHEESE* FOR A FELLA, KRAVEY?

OL' *JOLLY JONAH* OUGHTTA BE WILLING TO PAY THROUGH THE NOSE FOR A SHOT LIKE *THIS!*

OKAY, TRUE BELIEVERS... ON YOUR TOES!! IT'S *WRAP-UP* TIME AGAIN...

NOW *THAT'S* WHAT I CALL A REAL *FUN* EVENING!!

EXACTLY THREE MINUTES AND TWENTY-TWO SECONDS LATER... (AS IF IT MATTERS!)

PETER DEAR, DO YOU FEEL UP TO SEEING *DR. BROMWELL* NOW?

DON'T WORRY, SON... WE'LL HAVE YOU ON YOUR FEET IN *NO* TIME!

SURE, AUNT MAY! I, EH, I THINK I CAN *MAKE IT!*

MRS. PARKER, IT SEEMS THAT A DAY IN *BED* DID OUR PATIENT A WORLD OF *GOOD!*

I GUESS I JUST NEEDED SOME NICE, QUIET *REST!*

FAR AS I CAN TELL, PETE, YOU'RE AS *FIT* AS THE PROVERBIAL FIDDLE!

I STAYED OUTSIDE, TO MAKE SURE HE WOULDN'T BE *DISTURBED!*

IT WAS PROBABLY JUST A 24-HOUR *VIRUS!* HE'S PERFECTLY *FINE* NOW!

I'M *SO* RELIEVED, DOCTOR! HE'S SUCH A *FRAGILE* BOY!

FRAGILE??! MY DEAR WOMAN, HE'S THE PICTURE OF ROBUST *HEALTH!*

MERCY, DOCTOR! IF I DIDN'T KNOW *BETTER*, I'D THINK YOU *MEANT* IT!

ISN'T THAT DR. BROMWELL THE *DEAREST* THING?

AS *YOU* WOULD SAY, PETER -- HE'S A REGULAR *PUSSYWILLOW!*

NO, AUNT MAY! I KEEP *TELLING* YOU ...THE WORD IS *PUSSY-CAT!*

BUT I THINK PUSSYWILLOWS ARE MUCH *CUTER*, DEAR!

OKAY, PRETTY GIRL! IF *YOU* SAY SO, HE'S A *PUSSY-WILLOW!*

THE MORE MAY *SAYS* IT, THE MORE IT SOUNDS *RIGHT* TO ME!

TELL YOU WHAT! HOW ABOUT ME TAKING MY FAVORITE GALS TO A *MOVIE!*

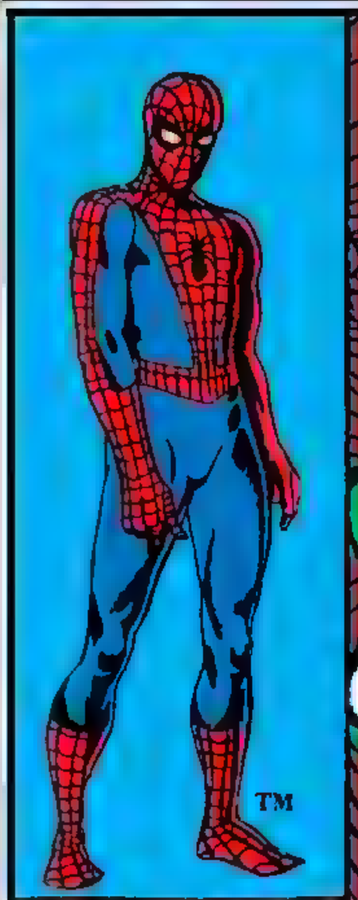
THERE'S A 'WAY-OUT *WESTERN*, AT THE BIJOU!

THAT WOULD BE *NICE*, PETER!

YOU'VE BEEN COOPED UP SO LONG, YOU CAN *USE* A LITTLE *EXCITEMENT!*

NEXT:

"SPIDER-MAN NO MORE!"



MARVEL™
COMICS GROUP
12¢ IND.
50 JULY

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

"SPIDER-MAN NO MORE!"

"SPIDER-MAN NO MORE!"

WHAT SAY WE **SKIP** ANY LONG INTRODUCTIONS? IF **ONE GLANCE** DOESN'T TELL YOU WHERE **THIS** LITTLE CAPER'S AT, THEN TURN IN YOUR **WEB-SHOOTER** ON THE WAY OUT!

KRAK!

ZOK!

WAP!

STAN (THE MAN) LEE

JOHNNY (RING-A-DING) ROMITA

INVITE YOU TO JOIN THE CAPRICIOUS COMPANY OF:

MICKEY DIMEO INKER and SAM ROSEN, LETTERER

HANG LOOSE, HERO!! IT'S **ACTION** TIME..!

I'M *SURPRISED* AT YOU, GENTS! DON'TCHA KNOW *BETTER* THAN TO TRY ROBBING AN OFFICE IN *SPIDEY-SWINGIN'* TERRITORY?

YA MASKED CREEP... *YOU* AIN'T GONNA STOP US! NOT UNLESS YER *BULLET-PROOF!*

CLICK!

AND BULLET-PROOF YOU *AIN'T!*

KRAK!

HE FLIPPED HIMSELF *BACK!* YA *MISSED* 'IM!

SORRY ABOUT THAT!

C'MON! OUR ONLY CHANCE IS TO *RUSH* 'IM!

ALL TOGETHER NOW... LET'S *PILE ON!*

THIS'LL TAKE CARE OF 'IM!

HE'S GOIN' *DOWN!* WE *GOT* 'IM!

HERE'S WHERE WE *DEMOLISH* THE CREEP!

I HATE TO SHATTER YOUR *PIPE-DREAM*, GUYS, BUT...

SOK!

ZAP!

US SPIDER-MEN DON'T *DEMOLISH* THAT EASY!

NOW I DON'T WANT YOU TO THINK I'M GETTING *BORED* OR ANYTHING...

BUT I'LL HAVE TO WRAP THIS TEA PARTY *UP* NOW!

DON'T THINK IT HASN'T BEEN A REAL *PLEASURE* WALTZING AROUND WITH YOU...

'CAUSE YOU'RE A REAL SWINGIN' *FUN* GROUP...

UNHHH!

MMMFF!!

YEOOOWFF!

--ALTHOUGH, JUST BETWEEN US KIDS...IT *HASN'T* BEEN!

SKRAKK!

EXCUSE THIS *DOOR*, GENTS, BUT I'VE GOT TO SAVE MY *WEBBING!*

ESPECIALLY SINCE THEY'VE RAISED ITS *PRICE* AT THE CORNER DRUG STORE!

SPIDER-MAN! YOU'VE SAVED OUR *PAYROLL*.. AND PERHAPS.. OUR *LIVES!*

EASY, MARTHA! STAY *BACK!*

HOW CAN WE BE SURE HE ISN'T AS BAD AS THE *OTHERS?* THE *DAILY BUGLE* SAYS HE'S A *MENACE!*

YOU CAN STOP *TREMBLING*, TIGER...I DON'T *BITE!*

HOW CAN WE EVER *THANK* YOU..?

DON'T.. COME ANY... *CLOSER*.. TO US!

BOY! JAMESON'S BATTY *EDITORIALS* HAVE DONE ME MORE HARM THAN ALL THE *CROOKS* IN TOWN!

NO MATTER *WHAT* I DO, HALF THE POPULATION IS *SCARED STIFF* OF ME!

--AND THE *OTHER* HALF PROBABLY THINKS I'M SOME KINDA FULL-TIME *NUT!*

WELL, WHO **CARES** WHAT PEOPLE THINK, ANYWAY?

THAT'S JUST THE **TROUBLE--**

I CARE!

EVERYONE FLIPS OVER THE **FF...**

THEY THINK **DAREDEVIL'S** THE COOLEST..

CAPTAIN AMERICA TURNS 'EM ON---

BUT, JUST MENTION **SPIDER-MAN**...AND **FREEZE-VILLE!**

I'LL NEVER UNDER-STAND HOW IT **HAPPENED!**

I DON'T STEAL CANDY FROM BABIES, OR TIE TIN CANS ON PUPPY DOGS!

IT'S ALL **JAMESON'S** FAULT! HE'S GOT THE PUBLIC **CONVINCED** THAT NEXT TO **ME**, GENGHIS KHAN WAS A **PIKER!**

THE **PUBLIC!** THE MORE I **HELP** THEM--- THE MORE THEY **HATE** ME!

MINUTES LATER, REACHING HIS APARTMENT, THE BROOD-ING YOUTH FINDS *ANOTHER* CAUSE FOR CONCERN ---

MRS. WATSON CALLED EARLIER--- IT'S YOUR **AUNT**... SHE'S **ILL!**

WANT ME TO **DRIVE** YOU THERE, PETE?

AUNT MAY! THAT MEANS.. SHE **NEEDS** ME!

I'LL TAKE MY **BIKE**, HARRY! IT'S **FASTER!**

I JUST PRAY... I'M NOT... **TOO LATE!**

AUNT MAY MUST HAVE HAD ANOTHER **ATTACK!**

AND I WAS TOO BUSY PLAYING **SUPER-HERO** TO BE THERE WHEN I **SHOULD** HAVE!

MRS. WATSON! I GOT HERE AS FAST AS I **COULD!** WHAT **HAPPENED??**

IT'S ALL RIGHT, PETER! SHE'S **RESTING** NOW! LUCKILY, THE **DOCTOR** WAS JUST PASSING BY! IF NOT FOR **THAT..!**

WHERE **IS** SHE? CAN I **SEE** HER?

SHE KEPT **CALLING** FOR YOU---WONDERING WHERE YOU **WERE!** SHE WAS SO **WORRIED!**

BUT THEN, DR. BROMWELL MANAGED TO GIVE HER A **SEDATIVE!**

IF I HAD BEEN AT **HOME**... LIKE ANY **OTHER** NORMAL GUY---THEY COULD HAVE REACHED ME **FAST!**

BUT **NO**---I WAS OUT.. FLEXING MY MUSCLES.. TRYING TO HELP THE VERY PEOPLE WHO **FEAR** ME!

WE'D BETTER LET HER **SLEEP**, PETER! I'LL TELL HER YOU WERE HERE!

TRY NOT TO BE TOO FAR FROM THE *PHONE* TILL YOUR AUNT IS BACK ON HER FEET, SON!

I *WILL*, MRS. WATSON!

AND *THANKS*.. FOR LOOKING *AFTER* HER!

IF..ANYTHING HAD *HAPPENED* ...BEFORE I COULD HAVE REACHED HER.. I'D NEVER *FORGIVE* MYSELF!

EVER SINCE I MOVED IN WITH HARRY, I'VE HARDLY EVEN *THOUGHT* ABOUT AUNT MAY!

AFTER ALL, WHY *SHOULD* I CARE ABOUT HER?

ALL SHE EVER *DID* IS SPEND A *LIFETIME* LOOKING AFTER ME.. TREATING ME LIKE HER OWN *SON*!

THAT'S.. ALL...

SHE DEVOTED MOST OF HER LIFE..REPLACING THE *MOTHER*..THAT I NEVER HAD!

AND, I SHOW MY *GRATITUDE*..BY NEVER *BEING* THERE...WHEN SHE *NEEDS* ME!

I'VE GOT A ROUGH *EXAM* TOMORROW.. BUT THERE'S NO USE TRYING TO *STUDY*...

I'D NEVER BE ABLE TO CONCENTRATE.. NOT *NOW*!

THE NEXT DAY, AT THE CONCLUSION OF THE TEST---

ANYTHING *WRONG*, PETE? I HARDLY SAW YOU WRITE A *THING*!

IF I *PASSED*, IT'LL BE A *MIRACLE*!

PARKER! WOULD YOU MIND *REMAINING* A FEW MINUTES AFTER CLASS?

I'D LIKE TO HAVE A WORD WITH YOU!

SURE, PROFESSOR WARREN!

JUST A FRIENDLY *WARNING*, SON! YOUR GRADES HAVE BEEN *DECLINING* STEADILY!

YOU CAME TO THIS CLASS WITH THE *FINEST RECORD* IN SCIENCE I'VE EVER SEEN! I HOPE YOU DON'T FEEL YOU CAN JUST *COAST ALONG* ON THAT!

NO, SIR! I'M GOING TO START *BUCK-LING* DOWN!

OH, *PETER*! I'M HAVING A LITTLE *GET-TOGETHER* AT, HOME TONIGHT!

I'D LOVE YOU TO *BE* THERE, IF YOU CAN!

I'VE BEEN *WAITING* FOR GWEN TO ASK ME! BUT WITH AUNT MAY SO ILL...AND MY GRADES SO LOW...

EXIT

GEE, I'M *SORRY*, GWEN! WOULD YOU MIND IF I TAKE A *RAIN CHECK*, INSTEAD?

'COURSE NOT, PETE! THOUGH I *AM* DIS-APPOINTED!

I'M PROBABLY THE *ONLY ONE* WHO'LL HAVE TO REFUSE HER INVITATION... ALL BECAUSE OF THE *COMPLICATIONS* SPIDER-MAN CREATES IN MY LIFE!

I HAVEN'T EVEN HAD TIME FOR DATING SCATTER-BRAINED *MARY JANE* THESE DAYS!

OR, IS SHE *REALLY* SO SCATTER-BRAINED?

I'VE NEVER BEEN ABLE TO TAKE THE TIME TO FIND OUT FOR *SURE*!

SO LONG AS I HANG ONTO MY *SPIDER-MAN* IDENTITY I HAVEN'T TIME FOR *ANYTHING*...EXCEPT NEW *PROBLEMS*!

ALL THE WAY HOME, THE TROUBLED YOUTH'S THOUGHTS KEEP TUMBLING TORTUOUSLY IN HIS BRAIN, UNTIL ---

HARRY'S DAD OFFERED ME A *JOB*...WORKING IN HIS *CHEMISTRY LAB*...A JOB I'D GIVE MY *EYE TEETH* FOR!

BUT I'VE EVEN HAD TO TURN *THAT* DOWN, BECAUSE IT WOULD INVOLVE A LOT OF *NIGHT* WORK!

AND, I'VE GOT TO KEEP MY EVENINGS *FREE*.. IN CASE *SPIDER-MAN* HAS TO GO INTO ACTION!

SPIDER-MAN!! I'M BEGINNING TO HATE THE VERY *SOUND* OF THAT NAME!

BUT, HATE IT OR NOT, NO SOONER DOES HE TURN ON THE T.V., THAN THAT SOBRIQUET *CONTINUES* TO HAUNT THE BROODING ADVENTURER ---

MAYBE IF I HEAR THE *NEWS* FOR A WHILE, I'LL--OH *NO!*

...AND MY *NEWSPAPER* CHALLENGES *ANYONE* TO PROVE THAT *SPIDER-MAN* ISN'T A *PUBLIC ENEMY!*

IT'S *JAMESON* AGAIN...USING THE *SHOW* HE SPONSORS TO STIR UP THE PEOPLE *AGAINST* ME!

SOME MISGUIDED FOOLS CALL HIM A *SUPER-HERO!* BUT, WHY DOES HE OPERATE *OUTSIDE* THE LAW? WHY DOES HE CLOAK HIS IDENTITY BEHIND THAT UGLY *FRIGHT MASK?!!*

LET ME *TELL* YOU WHY...

BECAUSE HE'S REALLY AN *EGOMANIAC*...A NEUROTIC *TROUBLE-MAKER*, FLAUNTING HIS POWER BEFORE THE ORDINARY CITIZENS WHOM HE *DESPISES!*

FOR ALL WE KNOW, HE *HIMSELF* PROVOKES THE CRIMINALS WHOM HE LATER SEEMS TO *DEFEAT!*

DO WE WANT OUR YOUNGSTERS TO MAKE AN *IDOL* OF A MENTALLY-DISTURBED *MENACE??*

I SAY *NO!!* WE MUST *FIND* HIM... *UNMASK* HIM--AND THEN...*DESTROY* HIM!!

AS PUBLISHER OF THE *DAILY BUGLE*, I OFFER *ONE THOUSAND DOLLARS* FOR THE CAPTURE AND *CONVICTION* OF THAT WEB-SLINGING, WALL-CRAWLING MOCKERY OF A MAN...

A *THOUSAND DOLLARS REWARD*... JUST FOR *ME?!*

HE--*HATES* ME--FAR *MORE* THAN I *THOUGHT*..!

AGNAVOX

THE TIME HAS COME TO *RID* OURSELVES OF THAT FALSE-FACED FREAK WHO *HIDES* BY DAY AND TRIES TO TAKE THE LAW INTO HIS *OWN* HANDS UNDER COVER OF *NIGHT!*

THE TERRIBLE THING IS...HE *MEANS* IT! HE ACTUALLY *BELIEVES* WHAT HE SAYS! HE SINCERELY THINKS I *AM* A THREAT TO SOCIETY!

MENACE!
EGOMANIAC!
PUBLIC ENEMY!
FRAUD!
MENTALLY DISTURBED!
BUT...WHAT IF HE'S *RIGHT??* HOW...CAN I HAVE BEEN SO *BLIND* ...NEVER TO HAVE *REALIZED..???*
PERHAPS...ONLY A *MADMAN* WOULD DO WHAT I DO...TAKING THE *RISKS*--ACCEPTING THE *DANGERS*...AND..FOR *WHAT??!*
AFTER ALL THESE YEARS.. IT'S SUDDENLY *CLEAR*...I *MUST* BE A GLORY-HUNGRY FOOL...OR *WORSE!*

LIKE A MAN IN A TRANCE, THE HEARTSICK YOUTH LEAVES HIS APARTMENT, TRUDGING LISTLESSLY THROUGH THE NIGHT...HIS THOUGHTS AS DARK AND STORMY AS THE SKIES ABOVE HIM...
BEING *SPIDER-MAN* HAS BROUGHT ME *NOTHING*... BUT *UNHAPPINESS!*
IN ORDER TO SATISFY MY CRAVING FOR *EXCITEMENT*... I'VE JEOPARDIZED EVERYTHING THAT REALLY *MATTERS*..
AUNT MAY..MY *FRIENDS*.. THE *GIRLS* IN MY LIFE...
AND.. FOR *WHAT..??*

CAN I BE *SURE* MY ONLY MOTIVE WAS THE CONQUEST OF CRIME?
OR WAS IT THE HEADY THRILL OF *BATTLE*...THE PRECIOUS TASTE OF *TRIUMPH*...THE PARANOIAC THIRST FOR *POWER* WHICH CAN NEVER BE QUENCHED??
MAY HEAVEN *FORGIVE* ME... THE MORE I *THINK* OF IT...THE MORE I FEEL THAT JAMESON WAS *RIGHT!*
IN WHICH CASE...FOR THE SAKE OF MY OWN *SANITY*...
..THERE'S ONLY *ONE* THING LEFT TO DO...
LOANS

I WAS JUST A YOUNG, UNTHINKING *TEENAGER*... WHEN I FIRST BECAME... *SPIDER-MAN*...

BUT, THE YEARS HAVE A WAY OF SLIPPING BY--OF *CHANGING* THE WORLD ABOUT US...

AND, EVERY BOY... SOONER OR LATER... MUST PUT AWAY HIS *TOYS*.. AND BECOME.. A *MAN!*

NO...DESPITE WHAT YOU MAY THINK...OUR TALE IS NOT YET ENDED! FOR, THE VERY NEXT MORNING...

HOLD IT! STOP! YOU CAN'T GO IN THERE!

WAIT! THAT'S MR. JAMESON'S PRIVATE OFFICE!

MAINTAIN YOUR COOL, LADY!

WHEN HE SEES WHAT I'VE GOT HERE, HE'LL GIVE YA A MEDAL!

HEY, JAMESON... OPEN UP! THIS IS YOUR LUCKY DAY, MISTER!

MISS BRANT! SINCE WHEN DO YOU LET PUNK KIDS COME BARGING INTO MY OFFICE?!!

I-I'M SORRY! I COULDN'T STOP HIM! HE RACED RIGHT PAST ME..!

HOLD IT! BEFORE YOU BLOW A GASKET, LOOK WHAT I FOUND IN A TRASH CAN!

WHAT DO YOU THINK THIS IS... A GARBAGE-COLLECTION AGEN...HEY! WAIT! C'MERE!!

LET ME SEE THAT!! IT'S A COSTUME... IT'S THAT WALL-CRAWLING WEASEL'S COSTUME!

I'LL BE HANGED IF IT ISN'T! IT LOOKS LIKE THE REAL McCOY!

AND, IF YOU FOUND IT IN A TRASH CAN... IT CAN ONLY MEAN.. ONE THING..!!

DON'T JUST STAND THERE, MISS BRANT! GET ME THE CITY DESK..AND I MEAN NOW!

YEAH! YEAH! YOU HEARD ME RIGHT! I'M HOLDING IT NOW!!

PUT OUT AN EXTRA! SPLASH IT ACROSS THE FRONT PAGE!!

YOU RATE A REWARD, KID! GRAB A FREE COPY OF THE BUGLE ON THE WAY OUT!

THAT'S A REWARD?

ALAS, WE WILL NEVER KNOW WHETHER OUR DISILLUSIONED YOUNGSTER EVER TOOK HIS FREE COPY OR NOT, FOR WE NOW LEAP AHEAD TO THE NEXT MORNING...

HOW ABOUT THAT? THEY FOUND HIS COSTUME IN A TRASH CAN!!

THAT WEB-SLINGIN' WONDER WOULDN'T EVER QUIT! SOMEONE MUST HAVE BEATEN HIM!

I DON'T GET IT! MAYBE IT'S JUST A GAG!

I'LL BELIEVE IT WHEN I SEE IT!

JAMESON WILL PRINT ANYTHING TO SELL HIS PAPER!

EXTRA DAILY BUGLE SPECIAL EDITION

IS SPIDER MAN THRU?

EVERY COPY I PRINTED SOLD OUT! THIS IS THE SCOOP OF A LIFETIME!

AFTER ALL THESE YEARS, I FINALLY GOT SOME GOOD OUT OF THAT MASKED MISANTHROPE! EVERYTHING'S COMING UP ROSES!

BUT, IF SOMETHING HAPPENED TO SPIDER-MAN, WHY DIDN'T THE POLICE MAKE THE ANNOUNCEMENT?

WE DON'T KNOW ANY MORE ABOUT IT THAN YOU!

BUT WE'RE STARTING AN INVESTIGATION NOW!

IS IT TRUE, MOM? IS IT TRUE?

LET'S HOPE NOT, JOEY!

NEEDLESS TO SAY, IT DOESN'T TAKE LONG FOR THE *T.V. NETWORKS* TO COVER THE BIGGEST HUMAN-INTEREST STORY OF THE YEAR--!

I'LL GIVE THE FOLKS A *CLOSE-UP VIEW* OF IT, JOHNNY!

LET'S NOT FORGET TO MENTION THAT IT WAS MY *DAILY BUGLE* THAT FIRST PUBLISHED THE NEWS!

AS A *PUBLIC SERVICE*, OF COURSE!

WE'RE OFFERING A BARGAIN *SUBSCRIPTION RATE* RIGHT NOW!

SUPPOSE WE GET THE CONVERSATION BACK TO *SPIDER-MAN*, MR. JAMESON--!

NATURALLY! *NATURALLY!* YOU DON'T THINK I WAS TRYING FOR A FREE *PLUG*, DO YOU?

OH, PERISH FORBID!

IN FACT, ON JUST ABOUT *EVERY* MAJOR CHANNEL, THE SUBJECT IS THE *SAME*...

DO YOU FEEL THAT THE HUMAN ARACHNID'S PROCLIVITIES PRECLUDE THE POSSIBILITY OF THIS BEING MERELY A MONUMENTAL BIT OF *CHICANERY*?

I'D RATHER *NOT* ANSWER THAT, DAVID!

BECAUSE OF ITS POSSIBLE *IMPACT* ON OUR VIEWERS?

NO--BECAUSE I DON'T UNDERSTAND THE QUESTION!

WHAT DO *YOU* GENTLEMEN THINK IS THE ANSWER?

MENACE?

IT'S OBVIOUS TO *ME* THAT THE UNDERWORLD HAS FINALLY *DONE AWAY* WITH HIM!

AERO?

SPEAKING AS A *PSYCHIATRIST*, I FEEL HE HAS SUFFERED A *SCHIZOPHRENIC WITHDRAWAL* FROM REALITY!

OR, TO COUCH IT IN *LAYMAN'S* TERMS, HE'S OUT OF HIS TREE!

AND, AMONGST THE HIGHEST ECHELONS OF THE *UNDERWORLD*, THE REACTION IS EQUALLY FAST AND FAR-REACHING..

THIS IS THE MOMENT WE'VE BEEN *WAITING* FOR!

WITH *SPIDER-MAN* GONE, MY PLANS CAN NOW REACH *FRUITION!*

TELL THE BOYS TO START SPREADING THE WORD...

I WANT EVERY MOB IN THE CITY TO KNOW...THE *KINGPIN* IS READY TO *TAKE OVER!*

WILL DO, KINGPIN!

WE'LL HAVE A *SUMMIT MEETIN'* THAT'LL MAKE *APPALACHIN* LOOK LIKE A TEA PARTY!

AS THE LONG, FATEFUL HOURS TICK BY, *ONE MAN* BECOMES INCREASINGLY AWARE OF A NEW *MOOD* AMONG THE CITY'S CRIMINAL ELEMENT...

SOMETHING'S IN THE AIR! I CAN SEE IT--FEEL IT... I CAN ALMOST REACH OUT AND *TOUCH* IT!

MOBSTERS WHO WOULDN'T BE CAUGHT WITHIN *MILES* OF EACH OTHER--DEADLY ENEMIES--ARE MEETING---AND WHISPERING--!

WHATEVER IT *IS* THAT'S IN THE WIND... ONE THING'S FOR SURE--- IT'S SOMETHING *BIG!*

AND IT WON'T BE LONG BEFORE *PATCH*, THE STOOL PIGEON, FINDS OUT WHAT'S GOING ON!

HOLD IT, PUNK! WHERE D'YA THINK *YOU'RE* GOIN'? THIS ISN'T *YOUR* TERRITORY--- SO TAKE A POWDER!

HEY! WHAT *GIVES*, BLACKIE? YOU KNOW *ME*! IT'S OL' *PATCH*! I JUST WANT *IN* ON THE ACTION!

NOT *THIS* TIME, SMALL FRY! GO'WAN BACK TO PICKIN' POCKETS.. YER OUTTA YER *LEAGUE* HERE!

DON'T MAKE 'IM TELL YA *TWICE*, CREEP!

I WAS *RIGHT*! SOME OF THE BIGGEST MOBSTERS IN THE EAST ARE GETTING TOGETHER!

AND THEY'RE NOT DOING IT JUST BECAUSE THEY'RE *LONELY*!

I'D BETTER TAKE OFF AND MAKE MY *OWN* PLANS BEFORE THEY GET *SUSPICIOUS* OF ME!

AND, AS THE THOUGHTFUL STOOLIE SLOWLY FADES INTO THE DEEPENING SHADOWS...

WITH *SPIDER-MAN* GONE, THE *KINGPIN* IS READY TO TAKE OVER AS *HEAD MAN* OF THE MOBS!

ANY *QUESTIONS*?

WHY DON'T HE TELL US *HIM-SELF*? I DON'T DEAL WITH *STOOGES*!

RELAX, SHORTY! YOU KNOW THE KINGPIN LIKES TO STAY IN THE BACKGROUND!

IF *ANYONE* IS GONNA TAKE CONTROL AROUND HERE, THE *KINGPIN'S* OUR BOY!

UP TO NOW, I ALWAYS BEEN MY *OWN* BOSS! I DON'T *LIKE* IT!

THEN *START* LIKIN' IT, MISTER! WHAT THE KINGPIN *SAYS* AROUND HERE..*GOES*!

WHILE, IN A SMALL FURNISHED APARTMENT ON THE OTHER SIDE OF TOWN ---

I DON'T HAVE TO BE A *GENIUS* TO FIGURE OUT WHAT'S GOING ON!

SPIDER-MAN HELPED TO KEEP THE *UNDERWORLD* ON THE RUN! THEY WERE DISORGANIZED.. FEARFUL..CAUTIOUS! BUT *NOW*, IT'S DIFFERENT!

WITH THE WEB-SLINGER *OUT OF ACTION*, THEY'RE READY TO *POOL* THEIR FORCES...

JUDGING BY THE ONES I'VE *SEEN*, IT COULD BE THE MOST *POWERFUL* ARMY OF CRIME EVER ASSEMBLED!

AND, SINCE *SOMEBODY* WILL HAVE TO *LEAD* THEM... WHY COULDN'T IT BE... THE MAN CALLED *PATCH*?!!

NOT A MAN ALIVE KNOWS THAT I'M *REALLY* FREDRICK FOSWELL!

THE NEXT MORNING ---

AS *FOSWELL*, I'M JUST A TWO-BIT REPORTER...BUT, IF I COULD BECOME THE KING OF *CRIME* ONCE AGAIN..!*

HEY, *FOSWELL*! COME HERE... I WANNA *SHOW* YOU SOMETHING!

NOW THAT I'VE GONE STRAIGHT, EVERYONE *TRUSTS* ME! THEY'D NEVER SUSPECT!

YES, SIR, MR. JAMESON!

* REMEMBER WHEN JJJ GAVE FOSWELL A JOB AFTER HIS PAROLE? HE HAD BEEN KNOWN AS *THE BIG MAN*--TILL SPIDEY CAUGHT HIM! --- *SUPER-MEMORY STAN.*

HOW DO YOU *LIKE* IT? IT'S THE GREATEST *TROPHY* A MAN COULD HAVE! AND IT'S ALL *MINE!*

NOW, I WANT YOU TO *FOLLOW UP* THE SPIDER-MAN STORY! GET ALL THE LEADS YOU CAN..!

YOU'VE GOT *COMPANY*, JJ!

CAN I *SEE* YOU A MINUTE, MR. JAMESON?

IT'S *PARKER!*

SAY! WHA-- WHAT'S *THAT* DOING HERE?

WHAT DOES IT *LOOK* LIKE IT'S DOING? IT'S ON *DISPLAY*... JUST LIKE SOME *MASTER-PIECE* IN A MUSEUM!

I NEVER MANAGED TO *CATCH* THAT WEAK-KNEED WEB-HEAD, BUT I DID THE *NEXT* BEST THING...

PARKER PROBABLY KNOWS AS MUCH ABOUT SPIDER-MAN AS *ANY-ONE*--THE WAY HE MANAGED TO GET ALL THOSE EXCLUSIVE ACTION *PHOTOS* OF HIM!

I GOT HIS *COSTUME* FOR A TROPHY!

WELL, DON'T JUST *STAND* THERE ---I HAVEN'T TIME FOR EVERY EMPTY-HEADED *JUVENILE* THAT BARGES IN!

I'D BETTER TURN *AWAY!* CAN'T LET THEM SEE THAT I'M TOO *INTERESTED* IN THE COSTUME!

I JUST CAME BY TO TELL YOU NOT TO EXPECT ANY MORE *PIX* FROM ME!

I'M GONNA STUDY... BUT GOOD--- LIKE A COLLEGE JOE *SHOULD!*

NO! YOU *CAN'T* QUIT! YOU WERE THE *BEST* PHOTOG I EVER *HAD!*

THEN WHY DIDN'T YOU EVER *PAY* ME TOP RATES?

I DIDN'T WANNA *SPOIL* YOU!

PARKER QUITTING... AT THE SAME TIME AS *SPIDER-MAN* SEEMS TO BE OUT OF ACTION! IS IT MERELY A *COINCI-DENCE*, OR--?

I'VE BEEN *BETRAYED*... STABBED IN THE *BACK!!*

AFTER ALL I'VE *DONE* FOR YOU...YOU'RE *DESERTING* ME!

I WAS LIKE A *FATHER* TO YOU.. GAVE YOU THE BENEFIT OF MY *WISDOM*, MY *KINDNESS*, *WARMTH*--- AND *FRIENDSHIP!*

AND NOW, YOU PROVE THAT IT DOESN'T *PAY* TO BE A LIVING DOLL! NICE GUYS ALWAYS FINISH *LAST!*

THEY *DO*? THEN SIMMER DOWN, SKINFLINT.. *YOU'LL* NEVER HAVE TO WORRY!

BUT, EVEN AS WE CAREFULLY TIE THE LOOSE ENDS OF OUR TITANIC TALE TOGETHER, A SUDDEN SERIOUS OUTBREAK OF *CRIME* BEGINS TO PLAGUE THE STARTLED CITY...

YOU GUYS MUST BE *NUTS!* YOU CAN'T GET AWAY WITH A *HIJACKING*... NOT IN BROAD *DAYLIGHT!*

WHEN THE *KINGPIN* WANTS A TRUCK HIJACKED, WE *DO* IT, MAC! NOW CLIMB ON *OUTTA* THERE!

YOU GONNA PAY ME THAT *PRO-TECTION MONEY*... OR SHOULD I TELL THE *KINGPIN* YA REFUSED?

NO! *NO!* I'LL PAY! *I'LL PAY!*

EVERYTHING WENT OFF *PERFECT*... JUST LIKE THE KINGPIN *PLANNED* IT!

YEAH! THE COPS CAN'T BE *EVERYWHERE*..

AND, WITH *SPIDER-MAN* GONE, OUR JOB'S A LOT *EASIER* NOW!

NOT LONG AFTERWARD, THE BROODING *KINGPIN* RECEIVES A SPECIAL *REPORT*...

MOST OF THE BOYS GOT THEMSELVES NABBED BY THE *COPS*, BOSS... BUT IT WAS *WORTH* IT!

WE FOUND OUT WHAT YOU WANTED TO *KNOW*!.

IT LOOKS LIKE *SPIDER-MAN* REALLY *IS* OUT OF ACTION!

HE DIDN'T SHOW UP *NOWHERE*...AT *NO* TIME...*NOHOW*!

GOOD! IT WAS *WORTH* LOSING A FEW PETTY HOODS TO MAKE *CERTAIN*!

THIS MEANS THE TIME HAS COME TO PROCEED WITH MY *MASTER PLAN*!

INSTEAD OF *MANY* RIVAL GANGS OPERATING HAPHAZARDLY THROUGHOUT THE CITY...

INSTEAD OF COUNTLESS CROOKS ACTING *ALONE*... WITHOUT A *CHANCE* AGAINST THE POLICE...

THE UNDERWORLD WILL NOW BE RUN LIKE A *BUSINESS*.. AND THE *CHAIRMAN OF THE BOARD* WILL BE..THE *KINGPIN*!

THE NEXT DAY, AT GOOD OL' *E.S.U.*...

THE *POLICE* SURE HAD THEIR HANDS FULL LATELY!

I WONDER WHAT *REALLY* HAPPENED TO SPIDEY?

DO YOU THINK SOMEONE POLISHED HIM *OFF*?

HE'S IN *MOTH-BALLS*, WITH THE *OTHER* RELICS!

AND HE'S GONNA *STAY* THERE!

HI, GWEN! CAN I GIVE YOU A *LIFT*?

MOVE OVER, MR. P.! YOU FOUND YOURSELF A *PIGEON*!

JUST GOT A LETTER FROM OUR SWINGIN' SOLDIER BOY!

FEARLESS *FLASH*? LET'S *SEE*..!

HE'S THE SAME OL' HOWLIN' HOT-SHOT! HE GIVES THE VEE-CEES 24 HOURS TO *CLEAR OUT* WHEN HE GETS THERE!

IF ANYONE *ELSE* SCRIBBLED THAT, WE'D CALL HIM A GREAT LITTLE *KIDDER*!

BUT, SINCE IT'S *FLASHEROO*, THEY'D BETTER START *PACKING*!

HE REALLY TURNS YOU ON, DOESN'T HE, GWEN?

FACE IT, CLASS-MATE...

HOW *MANY* BLUSHING BLONDES WOULD FIND A HIP, HANDSOME FOOTBALL HERO TOTALLY *REPULSIVE*?

I'M SORRY I *ASKED*, PRETTY GIRL!

HOW WAS THE *PARTY*?

A *DISASTER AREA*...WITHOUT *YOU*!

Y'KNOW...I KINDA WISH YOU *MEANT* THAT!

OH...YOU LOVABLE, BLIND *GOOF*!! CAN'T YOU SEE I *DO*?!!

THANKS FOR THE *LIFT*, NEIGHBOR!

ANYTIME, PRINCESS!

MAN! IF ONLY I HAD A CHANCE IN *HER* LEAGUE!

A FELLA COULD SURE *SAIL* THROUGH LIFE WITH A GAL LIKE *THAT* TO COME HOME TO!

THEN, TWO OUNCES OF GASOLINE LATER---

AUNT MAY! YOU'RE SITTING UP... YOU'RE BETTER! GOSH, THAT'S TERRIFIC!

IS THERE ANYTHING YOU NEED? ANYTHING I CAN GET YOU?

OH, PETER DEAR.. YOU ALWAYS CHEER ME UP SO!

BUT DON'T ASK FOR CARY GRANT... HE'S OUT OF TOWN!

I TOLD YOU HE'D BE HERE RIGHT AFTER CLASS, MAY DEAR!

QUICK! SOMEONE CALL THE BEAUTY PARLOR! IT'S AN EMERGENCY!

A LIVING, BREATHING MALE WALKED IN AND DIDN'T NOTICE ME! I'M A WASHOUT! A HAS-BEEN! IT'S THE UTTER END, FRIEND!

OH... HI, MARY JANE! I DIDN'T KNOW YOU WERE HERE!

OBVIOUSLY, DAD... OR, YOU'D HAVE ARRIVED EVEN SOONER!

WELL, IT'S YOUR LOSS, TIGER! HAVE TO CUT OUT NOW.. I'M LATE FOR REHEARSAL!

KNOCK 'EM DEAD, LADY!

WITH THESE NEW THREADS AUNT ANNA JUST STITCHED FOR ME, HOW CAN I MISS?

IF YOUR WHEELS ARE POINTED IN THE RIGHT DIRECTION, PETEY-O---THIS COULD BE YOUR LUCKY DAY!

SORRY, MJ... I'D BETTER STAY WITH AUNT MAY FOR A WHILE!

NO SWEAT, NICE BOY!

FINALLY, AS TWILIGHT BEGINS TO FALL---

I FEEL LIKE A MILLION BUCKS! NO MORE WORRIES.. NO MORE PROBLEMS..

NO MORE GUILT FEELINGS ABOUT AUNT MAY---

I SHOULD'A KISSED SPIDEY OFF LONG AGO!

AND, I'LL HAVE PLENTY OF TIME TO STUDY TONIGHT!

YEP, THIS IS THE LIFE, ALL RIGHT!

I NEVER HAD IT SO GOOD BEFORE!

IT'LL BE A PLEASURE TO KNOW WHAT THEY'RE TALKING ABOUT IN CLASS!

WONDER IF GWEN WILL NOTICE THE DIFFERENCE?

BUT, EVEN AS THE SEEMINGLY-RETIRED SUPERHERO LUXURIATES IN HIS ROOM, BUSINESS GOES ON AS USUAL THROUGHOUT THE CITY---

FASTER, MAC! WE AIN'T GOT ALL DAY!

BUT, THIS MONEY IS FOR WELFARE!

YEAH---THE KINGPIN'S WELFARE! NOW SHUDDUP AND KEEP LOADIN' THAT CASE!

A WEST-SIDE WELFARE OFFICE HAS JUST BEEN ROBBED OF ITS TOTAL CASH ALLOTMENT, DESTINED FOR THE CITY'S NEEDY---

A ROBBERY! ON THE WEST SIDE!

IF THAT MONEY ISN'T RECOVERED, WHAT HAPPENS TO RELIEF PAYMENTS THIS MONTH?

HANDICAPPED PEOPLE--OLD PEOPLE--- HELPLESS INFANTS--- WILL BE THE SUFFERERS!

AND THEY DON'T HAVE *BANK ACCOUNTS* TO FALL BACK ON WHILE WAITING FOR HELP!

THE POLICE MAY *ALREADY* HAVE PICKED UP THE TRAIL OF THE RATS WHO PULLED THAT JOB-- BUT, *JUST IN CASE*--

HEY! PARKER---HOLD IT! *HOLD IT,* YOU CHOWDER-HEAD!

YOU JUST TOOK THE *PLEDGE,* REMEMBER? YOUR WEB-SLINGIN' DAYS ARE GONE *FOREVER!* SIMMER DOWN, SWEETIE!

YOU CAN READ ALL *ABOUT* IT---IN THE *PAPER!*

AND, SIMMER DOWN HE *DOES*...THOUGH EVERY *INSTINCT* WITHIN HIM LONGS FOR THE THRILL OF *ADVENTURE* ONCE AGAIN! BUT THEN, THE NEXT MORNING---

SAY, PETE, DID YOU READ ABOUT THE WELFARE OFFICE *ROBBERY* LAST NIGHT?

GOTTA CHANGE THE SUBJECT-- KEEP MY MIND OFF *CRIME!*

HUH? OH, NO---I JUST HAD TIME FOR THE *SPORTS* PAGES!

LOOKS LIKE WE'RE IN THE MIDDLE OF A FULL-FLEDGED UNDER-WORLD *INVASION!*

BUGLE
NDINI
NIDER!

HOW'S YOUR *DAD,* HARRY? YOU HAVEN'T *MENTIONED* HIM LATELY!

HAVEN'T *SEEN* HIM---HE'S BEEN OUT OF TOWN!

HAVE YOU THOUGHT ANY MORE ABOUT HIS *OFFER*... ABOUT WORKING PART-TIME IN HIS *LAB?*

AS A MATTER OF FACT I *HAVE,* HARR---

I JUST HAVE TO FINISH SOME *PERSONAL* MATTERS FIRST!

SOON AS *AUNT MAY* IS ON HER FEET... AND MY *STUDIES* ARE UP TO SNUFF.. I'M GONNA, *DO* IT!

THUS, AFTER ALL THESE YEARS, THINGS START *LOOKING UP* FOR OUR HARASSED HERO--OR, *DO* THEY...?

HOW ABOUT A SODA, SAND-WICH, AND SPIN AFTER CLASS, WOMAN?

LOVE IT, MAN--BUT I'VE A DATE WITH *HARRY* TONIGHT!

YOU TWO-- AREN'T *PINNED,* OR ANY-THING.. ARE YOU?

FIRST *FLASH*.. NOW *HARRY!* YOU'RE ALWAYS TRYING TO *PAIR* ME OFF!

HOW COME YOU HAVEN'T ASKED IF I'VE GOT A *MAAAAAD* CRUSH ON A BASHFUL, BLACK-HAIRED *BIKE-RIDER?*

C'MON! WE *BOTH* KNOW NICE GUYS FINISH LAST!

FORGET IT, LADY!

YOU SAID IT, PETE...*I* DIDN'T!

IF ONLY I THOUGHT THAT GWEN *MEANT*..

HELLO, PETER DEAR! I FEEL *SO* MUCH BETTER THAT ANNA AND I ARE GOING TO THE *MOVIES!*

OH! AUNT MAY AND MRS. WATSON ARE *LEAVING!*

GEE, THAT'S *GREAT!* HAVE A GOOD TIME, HEAR?

REMEMBER ..NO FLIRT-ING WITH THE *USHERS!*

OH, *PETER!* YOU'RE SUCH A *CAUTION!*

SO I GAVE UP BEING *SPIDER-MAN* TO HAVE MORE TIME FOR MY *FAMILY*... AND MY *FRIENDS*...

...ONLY TO FIND---THEY DON'T *NEED* ME!

I MIGHT AS WELL GO HOME AND BURY MYSELF IN A *BOOK!*

BUT, ON THE WAY BACK TO HIS PAD, PETE HEARS---

HELP!! SOMEBODY.. *HELLLLP!*

SOMETHING'S *WRONG* ...ATOP THAT *WARE-HOUSE* ROOF!

AND NO ONE ELSE *AROUND*... EXCEPT *ME!*

WAREHOUSE

IT'S THE *WATCHMAN*... HE'S *OUTNUMBERED*... IF I DON'T GET THERE *FAST*..!

THEY'RE TOO DANGEROUSLY *CLOSE* TO THE EDGE OF THE *ROOF*!!

WE CAN'T SHUT 'IM *UP*!! THERE'S ONLY *ONE* THING TO *DO*..!

HOLD IT!! *LOOK*!

SOME-ONE'S VAULTIN' OVER THE LEDGE... COMIN' RIGHT *AT* US!

BUT..HOW'D HE GET *UP* THERE??!

HAVE TO MOVE *FAST*... *SO* FAST THAT THEY WON'T *RECOGNIZE* ME!

THWAK!

THE *WATCHMEN* HASN'T *SEEN* ME YET...!

AND *THESE* TWO HOODS WON'T GET A CHANCE TO SEE *ANYTHING*!

KA-OK!

WAIT! I..I DON'T KNOW WHO YOU *ARE*..OR WHERE YOU *CAME* FROM.. BUT..YOU PREVENTED A *ROBBERY*..

AND..YOU PROBABLY SAVED MY *LIFE*!

I'VE GOT TO KEEP IN THE *SHADOWS*... MAKE MY WAY DOWN THE *STAIRS*...CAN'T EVEN LET HIM HEAR MY *VOICE*!

THE *WATCHMAN*... HE *REMINDS* ME OF SOMEONE...SOMEONE FROM THE *PAST*...

I DON'T *UNDERSTAND*!! HOW DID YOU *DO* IT??

IF YOU *WAIT*... THERE'S BOUND TO BE A *REWARD*!

ALL RIGHT...I WON'T TRY TO *STOP* YOU..YOU MUST HAVE YOUR *REASONS*..

MINUTES LATER...

WELL, I *DID* IT! AFTER ALL MY PLEDGES..ALL MY BIG PLANS...I REVERTED TO *TYPE* AT THE FIRST CHANCE I GOT!

AND YET..HOW COULD I HAVE DONE ANYTHING *ELSE*?

A MAN'S VERY *LIFE* WAS IN DANGER...!

I SEEM TO REMEMBER... FEELING THIS WAY..ONCE *BEFORE*! WHEN *WAS* IT..?

OF COURSE! NOW I KNOW!!

THAT'S WHY THE WATCHMAN SEEMED SO FAMILIAR...

UNCLE BEN!! HE REMINDED ME OF MY UNCLE BEN!!

HOW COULD I HAVE FORGOTTEN?? IT SEEMS LIKE ONLY YESTERDAY NOW...

AUNT MAY... AND UNCLE BEN.. THE ONLY FAMILY THAT I EVER KNEW--!

THEY WERE THE GREATEST FOLKS THAT ANYONE COULD HAVE...KIND, LOVING, GENEROUS...

I'LL NEVER FORGET UNCLE BEN SAVING FOR MONTHS TO BUY ME MY FIRST MICROSCOPE...

THEN, WHEN I HAD THE LAB ACCIDENT WHICH GAVE ME MY SPIDER-MAN POWERS, I JUST BECAME A COSTUMED ADVENTURER FOR KICKS...AND THE MONEY I THOUGHT IT WOULD BRING!

I HOPED I'D BE ABLE TO PAY UNCLE BEN BACK AT LEAST A FRACTION OF WHAT I OWED HIM--!

AND WHEN IT CAME TO CHASING CRIMINALS, I WAS MORE THAN WILLING TO "LET GEORGE DO IT!"

EVEN WHEN I WAS YELLED AT FOR NOT EVEN TRYING TO STOP A FLEEING BURGLAR, I SHRUGGED IT OFF! AFTER ALL, IT WASN'T ANY OF MY BUSINESS...

OR, SO I THOUGHT...

...UNTIL I LEARNED THAT THE BURGLAR HAD ACTUALLY COMMITTED A MURDER...AND HIS VICTIM HAD BEEN...

UNCLE BEN!!

THAT WAS THE TURNING POINT...

THAT'S WHEN I BECAME SPIDER-MAN, --FOR REAL!!

ONE OF THE FIRST *VICTORIES* IN MY CRIME-BUSTING CAREER CAME A SHORT TIME LATER, WHEN I CORNERED AN *ARMED ROBBER*..

EVEN WITH HIS *GUN*, HE WAS NO MATCH FOR MY *SPIDER-POWERS*... AND I DUSTED HIM OFF FAST AND EASY---!

BUT, A MINUTE LATER, I GOT THE *NEXT* GREAT SURPRISE OF MY LIFE ...

IT'S *HIM*!! HE'S THE ONE---WHO KILLED..*UNCLE BEN*!!

AND, THEN, I WAS SUDDENLY HIT BY THE SHOCKING *REALIZATION* WHICH HAS *HAUNTED* ME..FROM THAT MOMENT ON---

I HAD A CHANCE TO *STOP* HIM---WHEN HE RAN *PAST* ME THAT DAY--- AND I *DIDN'T*!

BUT, IF ONLY I *HAD* DONE SO---

UNCLE BEN WOULD BE ALIVE TODAY!

NOW, AT LAST-- IT'S ALL *CRYSTAL CLEAR* TO ME ONCE MORE!

I CAN *NEVER* RENOUNCE MY *SPIDER-MAN* IDENTITY! I CAN *NEVER* FAIL TO USE THE *POWERS* WHICH A MYSTERIOUS *DESTINY* HAS SEEN FIT TO GIVE ME!

NO MATTER HOW *UNBEARABLE* THE BURDEN MAY BE --- NO MATTER HOW GREAT MY PERSONAL *SACRIFICE*..

I CAN NEVER PERMIT *ONE INNOCENT BEING* TO COME TO HARM--- BECAUSE *SPIDER-MAN* FAILED TO ACT---

AND I *SWEAR* THAT I NEVER *WILL*!

WHILE, AT THE PALATIAL HEADQUARTERS OF THE COLD-BLOODED *KINGPIN*, WE FIND---

EVER HEAR OF THE *BIG MAN*, MISTER?

YOU'RE *LOOKING* AT HIM!

I *RAN* THE RACKETS IN THIS TOWN---BEFORE *SPIDER-MAN* PUT ME ON ICE!

BUT THE WEB-SLINGER'S *GONE* NOW, SO I'M AIMING TO RUN THINGS *AGAIN*!

I *REMEMBER* YOU, FOSWELL! I THOUGHT YOU HAD GONE *STRAIGHT*!

SO DID *I*! BUT I CAN'T STAND BY AND WATCH SOMEONE *ELSE* PICK UP WHERE *I* LEFT OFF!

IF *ANYONE'S* GONNA ORGANIZE THE MOBS... IT'S GOTTA BE *ME*!

I'VE GOT THE *GUTS*...THE *EXPERIENCE*.. AND THE *SAVVY!*

BUT, I'M NOT *GREEDY!* I'M WILLING TO *SHARE* THE TAKE! I CAN *USE* A MAN LIKE YOU... AS ONE OF MY LIEUTENANTS!

WELL? WHAT DO YOU *SAY?*

YOU WITLESS *FOOL!!* YOU HAVE THE *TEMERITY* TO ADDRESS THE *KINGPIN* LIKE THAT?!!

YOU DARE OFFER *ME* THE POSITION OF YOUR *LIEUTENANT?!!*

I COULD *BUY AND SELL* YOU A HUNDRED TIMES A DAY!

THUMP!

HEY! TAKE IT *EASY*, KINGPIN... I DIDN'T WALK IN HERE *UNPREPARED!*

NATURALLY! MY *ELECTRONIC SCANNER* INSTANTLY SPOTTED THE *GUN* YOU HAVE HIDDEN IN YOUR HAT...!

THE GUN WHICH I CAN EASILY *OBLITERATE*... IN A SINGLE BLAST... ALONG WITH THE *HAT* ITSELF!

A *DISINTEGRATOR BEAM*... BUILT INTO YOUR *CANE!!* IF I HADN'T--LEAPED *ASIDE..!!*

ZIZZT!

PUT MR. FOSWELL ON *ICE* FOR A WHILE!

HE MAY PROVE *USEFUL* TO US LATER ON!

HOLD IT!! LISTEN TO ME!! YOU'RE MAKING A BIG *MISTAKE!*

THE *KINGPIN* DOES NOT *MAKE* MISTAKES!

AND, IN ANOTHER SECTION OF TOWN, A SILENT, SHADOWY FIGURE GRIMLY SCALES THE SHEER, STEEP WALL OF THE *DAILY BUGLE* BUILDING...

IT HAS TO STILL *BE* THERE! IT *HAS* TO!

FOR ONCE I'M IN LUCK!

JAMESON'S OWN *HATRED* OF ME WOULDN'T LET HIM GIVE UP THAT COSTUME!

NOW, IF I CAN JUST MOVE *FAST* ENOUGH!!

THEN, NOT LONG AFTERWARDS...

HEY! HOW COME MY *DOOR'S* UNLOCKED?

I'LL SNAP ON THE *LIGHT*, AND... *YULLLP!*

YOU!!

HI, CHUCKLES!

I THOUGHT YOU WERE *DEAD*... OR, AT LEAST *MORTALLY WOUNDED* SOMEWHERE..!!

SORRY TO *DISAPPOINT* YOU! I WAS OUT RECRUITING--!

RECRUIT-ING?!!

YOU *HEARD* ME! I'M SIGNING UP *VOLUNTEERS!* I'M GONNA FILL THE *WHOLE CITY* WITH *SPIDER-MEN!*

AWFULLY SORRY ABOUT THE *RETRACTIONS* YOU'LL HAVE TO PRINT IN YOUR PAPER!

BUT I GUESS YOU'RE *USED* TO THAT BY NOW!

HE'S *BACK!* HE'S STILL *ALIVE*-- AND MORE *ROTTEN* THAN EVER!

OH, NO! *NO! NOOOO!*

BY THE WAY, *NEXT* TIME I LEAVE MY *COSTUME*, THE *LEAST* YOU CAN DO IS HAVE IT *DRY CLEANED!*

WELL, SEE YA *AROUND*, FUN-FRIEND!

AND NOW, *SPIDEY'S BACK IN ACTION!!*

AND, AS FAR AS THE *WORLD'S* CONCERNED...

THEY BETTER BELIEVE IT!!

CONTINUED NEXT ISH

--AND HOW!

THE MARVEL MASTERWORKS

ALSO AVAILABLE IN HARDCOVER

THE AMAZING SPIDER-MAN VOLS. 1-13
ANT-MAN/GIANT-MAN VOLS. 1-2
THE AVENGERS VOLS. 1-11
THE BLACK PANTHER VOL. 1
CAPTAIN AMERICA VOLS. 1-5
CAPTAIN MARVEL VOLS. 1-4
DAREDEVIL VOLS. 1-6
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-2
DOCTOR STRANGE VOLS. 1-5
THE FANTASTIC FOUR VOLS. 1-13
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-6
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-7
IRON FIST VOL. 1
MARVEL TEAM-UP VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-10
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-6
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOL. 1

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-3
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP
12¢ 46 MAR
WHO SAYS THIS ISN'T THE MARVEL AGE OF VILE NEW VILLAINS? YOU AND SPIDEY ARE ABOUT TO BE JOLTED BY:
"The SINISTER SHOCKER!"

THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

MARVEL

COLLECTING *THE AMAZING SPIDER-MAN* #41-50 & *ANNUAL* #3